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Telephone: (703) 790-3310 Fax: (703) 790-2623 www.wcsr.com Rosanne M. Labrozzi Paralegal Direct Dial: (703) 790-4685 Direct Fax: (703) 918-2245 E-mail: RLabrozzi@wcsr.com

December 28, 2009

# By Federal Express

Division of Corporations Florida Department of State Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

Dear Filings Section:

Please file the enclosed Articles of Merger of Mi8 Corporation, a Delaware corporation, with and into Apptix, Inc., a Florida corporation, which is the surviving entity.

The effective date of the merger is December 31, 2009.

Also enclosed is our check made payable to *Florida Department of State* in the amount of \$70.00 representing the filing fee.

Please call me if you have any questions.

Very truly yours,

Rosanne M. Labrozzi

Paralegal

Enclosures

cc: Karl Knoll, Esq.

# ARTICLES OF MERGER

**OF** 



# MI8 CORPORATION

(a Delaware corporation)

# WITH AND INTO

APPTIX, INC.

(a Florida corporation)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act (the "FBCA"), pursuant to Title XXXVI, Section 607.1105 of the FBCA, the undersigned corporation executed the following Articles of Merger and does hereby certify that:

FIRST: The name of the surviving corporation is:

Name

<u>Jurisdiction of Incorporation</u>

Apptix, Inc.

Florida

SECOND: The name and state of incorporation of each of the merging corporations (the "Merging Corporations") are as follows:

Name

Apptix, Inc.
Mi8 Corporation

Jurisdiction of Incorporation

Florida Delaware

THIRD: The Agreement and Plan of Merger is attached as EXHIBIT A heretog

FOURTH: The merger shall become effective on December 31, 2009 at 11:59 Eastern Time.

FIFTH: The Agreement and Plan of Merger was adopted by the board of directors of the surviving corporation on December 23, 2009 and shareholder approval was not required.

SIXTH: The Agreement and Plan of Merger was adopted by the board of directors of the merging corporation on December 23, 2009 and shareholder approval was not required.

SEVENTH: Signatures for Each Corporation:

Name of Corporation

Signature of Officer

Printed Name of Individual

and Title

Apptix, Inc.

David Ehrhardt Chief Executive Officer

Name of Corporation

Signature of Officer

Printed Name of Individual

and Title

Mi8 Corporation

David Ehrhardt

**Chief Executive Officer** 

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# EXHIBIT A

# AGREEMENT AND PLAN OF MERGER

# AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of December 23, 2009 (this "Agreement"), is entered into by and among Apptix, Inc., a Florida corporation ("Apptix"), Apptix / Mi8, Inc., a Delaware corporation ("Apptix/Mi8") and Mi8 Corporation, a Delaware corporation ("Mi8 Corporation").

### RECITALS

WHEREAS, Apptix owns all of the issued and outstanding capital stock of Apptix/Mi8, and Apptix/Mi8 in turn owns all of the issued and outstanding capital stock of Mi8 Corporation;

WHEREAS, the Board of Directors of Apptix believes that it is in the best interests of Apptix and its stockholder that Apptix/Mi8 and Mi8 Corporation merge with and into Apptix under and pursuant to the provisions of this Agreement and the Business Corporation Act of the State of Florida, as amended (the "FBCA"), and the Delaware General Corporation Law, as amended ("the DGCL");

WHEREAS, the Board of Directors of Apptix/Mi8 believes that it is in the best interests of Apptix/Mi8 and its sole stockholder Apptix, that Apptix/Mi8 merge with and into Apptix under and pursuant to the provisions of this Agreement, the FBCA, and the DGCL; and

WHEREAS, the Board of Directors of Mi8 Corporation believes that it is in the best interests of Mi8 Corporation and its sole stockholder (which shall be Apptix following the merger of Apptix/Mi8 into Apptix), that Mi8 Corporation merge with and into Apptix under and pursuant to the provisions of this Agreement, the FBCA, and the DGCL.

### AGREEMENT

NOW, THEREFORE, in consideration of the foregoing and the mutual representations, warranties, covenants and agreements contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto intending to be legally bound do hereby agree as follows:

1. First Merger. Upon the terms and subject to the conditions set forth in this Agreement, Apptix/Mi8 shall be merged with and into Apptix (the "First Merger"). The First Merger shall be consummated by (i) filing with the Florida Secretary of State ("Florida") properly executed articles of merger in such form as is required by the relevant provisions of the FBCA (the "Articles of Merger"), together with such other documents as may be required by the FBCA, and (ii) filing with the Delaware Secretary of State ("Delaware") a properly executed certificate of merger in such form as required by the relevant provisions of the DGCL (the "Certificate of Merger"), together with such other documents as may be required by the DGCL. The First Merger shall become effective upon (i) the filing of the Articles of Merger with the Secretary of State of the State of Florida, and (ii) the filing of the Certificate of Merger with the Secretary of State of the State of Delaware (the "First Merger Effective Time").

- 2. <u>Second Merger</u>. Upon the terms and subject to the conditions set forth in this Agreement, immediately following the First Merger Effective Time, Mi8 Corporation shall be merged with and into Apptix (the "Second Merger," and together with the First Merger, the "Mergers"). The Second Merger shall be consummated by (i) filing with Florida properly executed articles of merger in such form as is required by the relevant provisions of the FBCA (the "Second Merger Articles of Merger"), together with such other documents as may be required by the FBCA, and (ii) filing with Delaware a properly executed certificate of merger in such form as required by the relevant provisions of the DGCL (the "Second Merger Certificate of Merger"), together with such other documents as may be required by the DGCL. The Second Merger shall become effective immediately following the First Merger Effective Time, upon (i) the filing of the Second Merger Articles of Merger with the Secretary of State of the State of Florida, and (ii) the filing of the Second Merger Certificate of Merger with the Secretary of State of the State of Delaware (the "Second Merger Effective Time").
- 3. <u>Effects of Mergers</u>. Each of the First Merger and the Second Merger shall have the effects set forth in this Agreement and Section 607.1106 of the FBCA.
- 4. <u>Surviving Corporation</u>. Following the First Merger Effective Time, the separate corporate existence of Apptix/Mi8 shall cease and Apptix shall be the surviving corporation in the First Merger and shall succeed to and assume the rights and obligations of Apptix/Mi8 in accordance with applicable law including the ownership of all of the shares of Mi8 Corporation. Following the Second Merger Effective Time, the separate corporate existence of Mi8 Corporation shall cease and Apptix shall be the surviving corporation in the Second Merger (the "Surviving Corporation") and shall succeed to and assume the rights and obligations of Mi8 Corporation in accordance with applicable law.
- 5. <u>Articles of Incorporation</u>. At both the First Merger Effective Time and the Second Merger Effective Time, the Articles of Incorporation of Apptix shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended in accordance with applicable law.
- 6. <u>Bylaws</u>. At both the First Merger Effective Time and the Second Merger Effective Time, the Bylaws of Apptix shall be the Bylaws of the Surviving Corporation until thereafter amended as provided therein or by applicable law.
- 7. Board of Directors and Officers. The directors of Apptix immediately prior to the First Merger Effective Time as well as the Second Merger Effective Time shall be the directors of the Surviving Corporation following the First Merger Effective Time and Second Merger Effective Time, respectively, and such persons shall serve as directors until their respective successors are duly elected or appointed and qualified in the manner provided in the Articles of Incorporation and Bylaws of the Surviving Corporation, or as otherwise provided by law. The officers of Apptix immediately prior to the First Merger Effective Time as well as the Second Merger Effective Time shall be the officers of the Surviving Corporation following the First Merger Effective Time and Second Merger Effective Time, respectively, and such persons shall serve in such offices until their respective successors are duly elected or appointed and qualified

in the manner provided in the Articles of Incorporation and Bylaws of the Surviving Corporation, or as otherwise provided by law.

- 8. Conversion of Outstanding Stock. At the First Merger Effective Time, by virtue of the Merger and without any action on the part of Apptix, Apptix/Mi8 or the holder of any of the following securities, each issued and outstanding share of Common Stock, \$0.001 par value per share, of Apptix/Mi8 shall be cancelled and extinguished, and no consideration shall be delivered in exchange therefor. At the Second Merger Effective Time, by virtue of the Merger and without any action on the part of Apptix, Mi8 Corporation or the holder of any of the following securities, each issued and outstanding share of Common Stock, \$0.001 par value per share, of Mi8 Corporation shall be cancelled and extinguished, and no consideration shall be delivered in exchange therefor.
- 9. Stock Purchase Rights. No stock purchase rights (including without limitation options, warrants or other rights to purchase Apptix/Mi8 capital stock or Mi8 Corporation capital stock) (collectively "Stock Purchase Rights") shall survive the First Merger Effective Time or Second Merger Effective Time, respectively, or be assumed, or substituted for, by Apptix, and at the First Merger Effective Time or Second Merger Effective Time, as applicable, all Stock Purchase Rights shall terminate in accordance with their terms or pursuant to written agreements of the parties thereto. Each outstanding Stock Purchase right must be exercised in accordance with its terms prior to the First Merger Effective Time or Second Merger Effective Time, as applicable, or, if not so exercised, will expire and be automatically cancelled at the First Merger Effective Time or Second Merger Effective Time, as applicable, and no consideration shall be delivered in exchange therefor.
- 10. Conditions to Consummation of the Merger. The consummation of the Mergers is subject to the following conditions precedent: (i) this Agreement shall have been duly authorized by all necessary corporate action on the part of each of Apptix, Apptix/Mi8 and Mi8 Corporation and (ii) Apptix, Apptix/Mi8 and Mi8 Corporation shall each have received all consents, orders or approvals and shall have satisfied all other requirements prescribed by law that are necessary for consummation of the Merger.
- 11. <u>Termination; Amendment</u>. This Agreement may be terminated and abandoned by action of the Boards of Directors of Apptix, Apptix/Mi8 or Mi8 Corporation at any time prior to the First Merger Effective Time. The Boards of Directors of the parties hereto may amend this Agreement at any time prior to the First Merger Effective Time.
- 12. <u>Inspection of Agreement</u>. Executed copies of this Agreement shall be on file at the principal place of business of Apptix at 13461 Sunrise Valley Dr, Suite 300, Herndon, VA 20171. A copy of this Agreement shall be furnished by Apptix, upon request and without cost, to any stockholder of any of Apptix, Apptix/Mi8 or Mi8 Corporation.
- 13. <u>Service of Process</u>. Service of process may be mailed to the Surviving Corporation at 13461 Sunrise Valley Dr, Suite 300, Herndon, VA 20171.

14. <u>Governing Law</u>. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware without regard to its conflicts of laws principles or rules.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement and Plan of Merger to be executed on its behalf by its officer duly authorized, all as of the date first above written.

APPTIX, INC. a Florida corporation

Name: DAV D

Title: CEO

APPTIX / Mi8, INC., a Delaware corporation

By: Name: DAVID EHRHAR

Title: CED

MI8 CORPORATION, a Delaware corporation

By: Name: DAV ()

Title: CEO