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Special Instructions to Filing Officer:

1/16 merger CCHUS

P99000092108 merging

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FILED



ACCOUNT NO. : 072100000032

REFERENCE : 892263 4328337

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia P. P.
\$7.50

ORDER DATE : January 16, 2003

ORDER TIME : 9:51 AM

ORDER NO. : 892263-010

CUSTOMER NO: 4328337

CUSTOMER: Frank J. Rauktis, Legal Asst
Cohen & Grigsby
Floor 15th
11 Stanwix Street
Pittsburgh, PA 15222

ARTICLES OF MERGER

SCRIPTLOGIC CORPORATION

INTO

SCRIPTLOGIC CORPORATION

CVS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Norma Parramore

EXAMINER'S INITIALS: _____

File First

ARTICLES OF MERGER
Merger Sheet

MERGING:

SCRIPTLOGIC CORPORATION, P99000092108, A Florida Corporation

INTO

SCRIPTLOGIC CORPORATION. entity not qualified in Florida

File date: January 16, 2003

Corporate Specialist: Michelle Hodges

Account number: 072100000032

Amount charged: 87.50

ARTICLES OF MERGER
of
SCRIPTLOGIC CORPORATION, a Florida corporation
and
SCRIPTLOGIC CORPORATION, a Delaware corporation

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging ScriptLogic Corporation, a Florida corporation ("ScriptLogic Florida"), with and into ScriptLogic Corporation, a Delaware corporation ("ScriptLogic Delaware").
2. The shareholders of ScriptLogic Florida entitled to vote on the aforesaid Plan of Merger of ScriptLogic Florida approved and adopted the Plan of Merger by written consent given by them on January 9, 2003 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
3. The merger of ScriptLogic Florida with and into ScriptLogic Delaware is permitted by the laws of the jurisdiction of organization of ScriptLogic Delaware and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of ScriptLogic Delaware was January 14, 2003.
4. The effective time and date of the merger herein provided for the State of Florida shall be upon filing.

Executed on January 14, 2003.

[Signature page follows]

FILED
03 JAN 16 PM 2:36
TALLAHASSEE FLORIDA

SIGNATURE PAGE TO ARTICLES OF MERGER

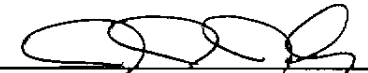
SCRIPTLOGIC CORPORATION, a Florida corporation

By: 

Name: Jason Judge

Title: CEO

SCRIPTLOGIC CORPORATION, a Delaware corporation

By: 

Name: Jason Judge

Title: CEO

PLAN OF MERGER

THIS PLAN OF MERGER has been adopted on January 9, 2003 by resolutions of the Board of Directors of ScriptLogic Corporation, a business corporation organized under the laws of the State of Florida (the "**Non-Surviving Corporation**"), and adopted on January 14, 2003 by resolutions of the Board of Directors of ScriptLogic Corporation, a business corporation organized under the laws of the State of Delaware (the "**Surviving Corporation**"). The names of the corporations that are planning to merge are ScriptLogic Corporation, a business corporation organized under the laws of the State of Florida, and ScriptLogic Corporation, a business corporation organized under the laws of the State of Delaware. The name of the Surviving Corporation into which the Non-Surviving Corporation plans to merge is ScriptLogic Corporation.

1. The Non-Surviving Corporation and the Surviving Corporation shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the State of Delaware, be merged with and into a single corporation, to wit, ScriptLogic Corporation, the Delaware corporation, which shall be the Surviving Corporation upon the effective time and date of the merger (the "**Effective Time**"), and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the laws of the State of Delaware. The separate existence of the Non-Surviving Corporation shall cease at the Effective Time in accordance with the provisions of the Florida Business Corporation Act.

2. The Certificate of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of said Surviving Corporation immediately following the Effective Time, and said Certificate of Incorporation shall continue to be in full force and effect after the Effective Time until amended and changed in the manner prescribed by the provisions of the laws of the State of Delaware.

3. The bylaws of the Surviving Corporation in effect immediately prior to the Effective Time will be the bylaws of said Surviving Corporation immediately following the Effective Time, and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Delaware.

4. The directors and officers in office of the Surviving Corporation immediately prior to the Effective Time shall be the directors and the officers of the Surviving Corporation immediately following the Effective Time, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Every share of the Non-Surviving Corporation outstanding immediately prior to the Effective Time shall, at the Effective Time, be extinguished and cancelled, and the holders of such extinguished and cancelled shares shall, at the Effective Time, receive in their place, one share of common stock of the Surviving Corporation for every one share of common stock of the Non-Surviving Corporation that is extinguished and cancelled at the Effective Time. The shares

of the Surviving Corporation outstanding immediately prior to the Effective Time shall, at the Effective Time, be extinguished and cancelled.

6. The Non-Surviving Corporation's 2001 Stock Option Plan as in effect immediately prior to the Effective Time shall become the Surviving Corporation's Stock Option Plan immediately following the Effective Time. All references therein to the Non-Surviving Corporation shall, after the Effective Time, be references to the Surviving Corporation and all references to the State of Florida and its laws shall, after the Effective Time, be deemed to be references to the State of Delaware and its laws.

7. All stock options granted under the Non-Surviving Corporation's 2001 Stock Option Plan and outstanding immediately prior to the Effective Time shall, in accordance with the aforementioned Stock Option Plan, be deemed after the Effective Time to be exercisable into one share of common stock of the Surviving Corporation for every one share of common stock of the Non-Surviving Corporation into which such stock options were exercisable immediately prior to the Effective Time. The exercise price of all stock options granted under the Non-Surviving Corporation's 2001 Stock Option Plan and outstanding immediately prior to the Effective Time shall remain unchanged after the Effective Time. The vesting provisions of all stock options outstanding under the Non-Surviving Corporation's 2001 Stock Option Plan immediately prior to the Effective Time shall remain unchanged after the Effective Time. The aggregate number of shares available for issuance under the Stock Option Plan immediately following the Effective Time (including those already issued and outstanding) shall remain 3,200,000 shares.

8. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Non-Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the State of Delaware.

9. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Non-Surviving Corporation in the manner prescribed by the provision of the Florida Business Corporation Act, and in the event that the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the State of Delaware, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida or of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and the proper officers of the Non-Surviving Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

SIGNATURE PAGE TO PLAN OF MERGER

SCRIPTLOGIC CORPORATION, a Florida corporation

By: 

Name: BRIAN STYLES

Title: PRESIDENT

SCRIPTLOGIC CORPORATION, a Delaware corporation

By: 

Name: BRIAN STYLES

Title: PRESIDENT