

S11944

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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-12/17/99--01050--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

da Vinci Systems, Inc. (DE)  
Merging: da Vinci Systems, Inc. (FL)

FILED  
99 DEC 17 PM 4:5  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

12/17/99

FILE FIRST

T. LEWIS DEC 17 1999

RECEIVED  
99 DEC 17 AM 11:52  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DA VINCI SYSTEMS, INC., a Florida corporation, S11944.

INTO

**DA VINCI SYSTEMS, INC.**, a Delaware corporation not qualified in Florida.

File date: December 17, 1999

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

Merging

DA VINCI SYSTEMS, INC.  
(a Florida corporation)

Into

DA VINCI SYSTEMS, INC.  
(a Delaware corporation)

FILED  
99 DEC 17 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the  
Florida Business Corporation Act, pursuant to Section 607.1105:

FIRST: That da Vinci Systems, Inc., a Florida corporation (the  
"Corporation"), was organized on November 9, 1990, pursuant to the 1989 Business  
Corporation Act of the State of Florida.

SECOND: That da Vinci Systems, Inc., a Delaware corporation ("New  
da Vinci"), was incorporated on December 6, 1999, pursuant to the General Corporation  
Law of the State of Delaware.

THIRD: That an Agreement and Plan of Merger, dated as of  
December 13, 1999, between the Corporation and New da Vinci (the "Agreement"),  
providing for the Corporation to be merged into and survived by New da Vinci (the  
"Merger"), is attached hereto as Exhibit A.

FOURTH: That the Merger will become effective on the date these  
Articles of Merger are filed with the Florida Department of State.

FIFTH: That the Agreement was adopted by the sole shareholder of  
the Corporation on December 13, 1999.

SIXTH: That the Agreement was adopted by the sole stockholder of  
New da Vinci on December 13, 1999.

SEVENTH: That New da Vinci shall be the surviving corporation (the "Surviving Corporation") of the Merger. The Certificate of Incorporation of New da Vinci will be the Certificate of Incorporation of the Surviving Corporation.

EIGHTH: That the By-Laws of New da Vinci will be the By-Laws of the Surviving Corporation.

NINTH: That the directors and officers of the Corporation will be the directors and officers, respectively, of the Surviving Corporation, each to hold such office until his or her successor shall be elected or appointed and qualified or until his or her earlier death, resignation or removal.

IN WITNESS WHEREOF, the Corporation and New da Vinci has caused these Articles of Merger to be executed by a duly authorized officer thereof.

DA VINCI SYSTEMS, INC.  
a Florida corporation

By:   
Mark V.B. Tremallo  
Secretary

DA VINCI SYSTEMS, INC.  
a Delaware corporation

By:   
Mark V.B. Tremallo  
Secretary

Dated: Dec. 13, 1999

AGREEMENT AND PLAN OF MERGER  
OF  
DA VINCI SYSTEMS, INC. (a Delaware corporation)  
AND  
DA VINCI SYSTEMS, INC. (a Florida corporation)

This Agreement and Plan of Merger (the "Agreement") is made and entered into as of December 13, 1999 by and between da Vinci Systems, Inc., a Delaware corporation ("New da Vinci" or the "Surviving Corporation"), and da Vinci Systems, Inc., a Florida corporation (the "Disappearing Corporation").

WHEREAS, New da Vinci is a newly-formed corporation organized under and governed by the laws of the State of Delaware, and has its address at Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle;

WHEREAS, the Disappearing Corporation is a corporation organized under and governed by the laws of the State of Florida, and has its address at 5410 N.W. 33<sup>rd</sup> Avenue, Suite 100, Ft. Lauderdale, Florida 33309-6338;

WHEREAS, New da Vinci and the Disappearing Corporation have determined that it is advisable and in the best interests of such corporations and their stockholders that the Disappearing Corporation merge with and into New da Vinci upon the terms and conditions provided herein (the "Merger");

WHEREAS, it is intended that the Merger will be treated as a reorganization within the meaning of section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code");

WHEREAS, pursuant to the laws of Delaware and Florida, the boards of directors of New da Vinci and of the Disappearing Corporation have adopted and recommended this Agreement, and the stockholders of the same have approved it;

WHEREAS, the stockholders of all of the outstanding stock of the Disappearing Corporation have consented to and approved the adoption of this Agreement;

WHEREAS, the Disappearing Corporation has only one class of stock outstanding; and

WHEREAS, Dynatech LLC, a Delaware limited liability company, owns 100% of the outstanding common stock of New da Vinci and the Disappearing Corporation.

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual agreements herein contained and of the mutual benefits provided hereby, the parties hereto hereby agree as follows:

1. Merger. The effective date of the Merger shall be December 13, 1999 (the "Effective Date"). On the Effective Date, the Disappearing Corporation shall be merged with and into New da Vinci and the separate existence of the Disappearing Corporation shall thereupon cease. New da Vinci shall continue its corporate existence as the surviving corporation after the Effective Date.

2. Certificate of Incorporation. The Certificate of Incorporation of New da Vinci, as in effect immediately prior to the Effective Date, shall continue to be the Certificate of Incorporation of the Surviving Corporation without change or amendment until duly amended in accordance with the provisions thereof and applicable law.

3. Conversion of Shares. Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, each share and each certificate representing shares of the capital stock of the Disappearing Corporation outstanding immediately prior to the Effective Date shall automatically be canceled, and no shares of the Surviving Corporation shall be issued in exchange therefor. The outstanding shares of the Surviving Corporation shall remain outstanding and shall not be affected by the Merger.

4. Subsequent Action. If at any time after the Effective Date it shall be necessary or desirable to take any action or execute, deliver or file any instrument or document in order to vest, perfect or confirm of record in the Surviving Corporation the title to any property or any rights of the Disappearing Corporation, or otherwise to carry out the provisions of this Agreement, the directors and officers of the Surviving Corporation are hereby authorized and empowered on behalf of the Disappearing Corporation and in its name to take such action and execute, deliver and file such instruments and documents.

5. Rights and Duties of Surviving Corporation. On the Effective Date, the Surviving Corporation shall thereupon and thereafter possess all rights, privileges, immunities, licenses, and permits (whether of a public or private nature) of the Disappearing Corporation; and all property (real, personal and mixed), all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to the Disappearing Corporation shall continue and be taken and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed, and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the Disappearing Corporation.

6. Plan of Reorganization. This Agreement is intended to be a plan of reorganization within the meaning of section 368(a) of the Code and the Treasury Regulations promulgated thereunder.

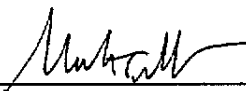
7. Termination. At any time prior to the Effective Date, this Agreement may be terminated and the Merger abandoned at the election of the Board of Directors of the Surviving Corporation.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

DA VINCI SYSTEMS, INC.,  
a Delaware corporation

By:   
Mark V.B. Tremallo  
Secretary

DA VINCI SYSTEMS, INC.,  
a Florida corporation

By:   
Mark V.B. Tremallo  
Secretary