

S81699

ARTICLES OF MERGER
Merger Sheet

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MERGING:

SOFTWARE SUPPORT, INC., a Florida corporation, document number S81699

INTO

MATRIX MARKETING INC., an Ohio corporation not qualified in Florida

File date: December 31, 1996

Corporate Specialist: Karen Gibson

Document Number

S81699

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Matrix Marketing Inc.

Merging Software Support Inc.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
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OFFICE OF CORPORATION

ARTICLES OF MERGER
OF
MATRIXX MARKETING INC.
AND
SOFTWARE SUPPORT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Merger made this 27th day of December, 1996, by and between MATRIXX Marketing Inc., an Ohio corporation ("MATRIXX") and Software Support, Inc., a Florida corporation ("SSI"). The parties hereto hereby certify as follows:

1. MATRIXX is a corporation organized under the laws of the State of Ohio owning at least eighty percent (80%) of the shares of SSI, a corporation organized under the laws of the State of Florida.
2. The Agreement and Plan of Merger is attached hereto and incorporated herein by reference.
3. SSI shall be merged with and into MATRIXX, which shall be the surviving corporation.
4. The merger shall be effective on December 31, 1996.
5. Shareholder approval of neither MATRIXX nor SSI is required.
6. The Agreement and Plan of Merger was approved by the Board of Directors of MATRIXX on December 27, 1996.
7. The Agreement and Plan of Merger was approved by the Board of Directors of SSI on December 27, 1996.

MATRIXX MARKETING INC.

By: Ronald E. Schultz 12/27/96
Ronald E. Schultz, Senior Vice President

Attest: Karen R. Bowman 12/27/96
Karen R. Bowman, Assistant Secretary

SOFTWARE SUPPORT, INC.

By: *Jeff Poland*
Jeff J. Poland, Vice President

Attest: *Karen R. Bowman* 12/27/96
Karen R. Bowman, Assistant Secretary

**AGREEMENT AND PLAN OF MERGER
BETWEEN MATRIXX MARKETING, INC.
AND SOFTWARE SUPPORT, INC.**

AGREEMENT AND PLAN OF MERGER (the "Agreement") dated as of the 27th day of December, 1996 by and between MATRIXX Marketing Inc. an Ohio corporation (hereinafter sometimes referred to as "MATRIXX" or the "Surviving Corporation") and Software Support, Inc., a Florida corporation (hereinafter sometimes referred to as "SSI").

WITNESSETH:

WHEREAS, MATRIXX is a corporation duly organized and existing under the laws of the State of Ohio and SSI is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, SSI is a wholly owned subsidiary of MATRIXX; and

WHEREAS, the Boards of Directors of MATRIXX and SSI deem it advisable for the general welfare and advantage of MATRIXX and SSI that SSI be merged with and into MATRIXX on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the laws of the States of Ohio and Florida.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and provisions hereinafter set forth, the parties hereto agree that SSI shall be merged into MATRIXX, and that the terms and conditions of such merger and the mode of carrying the same into effect shall be as follows:

1. **Ownership of Shares.** As of the date of this Agreement, SSI has three hundred fifty thousand (350,000) issued and outstanding shares and MATRIXX owns all of such shares.

2. **The Merger.** Effective December 31, 1996 (the "Effective Date"), SSI shall be merged into MATRIXX and the separate existence of SSI shall cease (the "Merger").

3. **Manner and Basis of Conversion of Shares.** On the Effective Date, each share of SSI common stock which shall then be outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled.

4. **Action Required by MATRIXX and SSI.** This Agreement has been duly approved by the Boards of Directors of MATRIXX and SSI. Pursuant to Section 607.1104(1)(b)(4) of the Business Corporation Act of the State of Florida (the "Florida Act"), the shareholder of SSI may be entitled to be paid the fair value of its shares if it complies with the provisions of the Florida Act regarding the rights of dissenting shareholders. MATRIXX shall promptly file or cause to be filed the Certificate of Merger with the Secretary of State of Ohio and the Articles of Merger with the Florida Department of State and shall thereafter take or cause to be taken any further action which may be necessary or appropriate.

5. Waiver. The parties waive the mailing requirements under Section 607.1104(3) of the Florida Act.

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

MATRIX MARKETING INC.

By: Ronald E. Schultz 12/27/96
Ronald E. Schultz, Senior Vice President

SOFTWARE SUPPORT, INC.

By: Jeffrey P. Poland
Jeffrey P. Poland, Vice President