

V01381



ACCOUNT NO. : 072100000032

REFERENCE : 081334 4326542

AUTHORIZATION :

Patricia Kizub

COST LIMIT : \$ 78.75

ORDER DATE : December 29, 1998

ORDER TIME : 10:26 AM

ORDER NO. : 081334-005

900002724889--8

CUSTOMER NO: 4326542

CUSTOMER: Shari Comins, Legal Asst
Shaw, Pittman, Potts &
1501 Farm Credit Drive
Suite 4400
McLean, VA 22102

ARTICLES OF MERGER

SOFTWARE ASSURANCE
CORPORATION

INTO

AFALLON COMPANIES, INC.

RECEIVED
98 DEC 29 AM 11:31
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

FILED
98 DEC 29 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

Jee 12/30

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOFTWARE ASSURANCE CORPORATION, a Florida corporation, V01381

INTO

AFALLON COMPANIES, INC., a Texas corporation not qualified in Florida

File date: December 29, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 78.75

ARTICLES OF MERGER
OF
SOFTWARE ASSURANCE CORPORATION
A Florida Corporation
AND
AFALLON COMPANIES, INC.
A Texas Corporation

FILED
98 DEC 29 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Software Assurance Corporation ("SAC") with and into Afallon Companies, Inc. ("Afallon").

2. The shareholders of SAC entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 4, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of SAC with and into Afallon is permitted by the laws of the jurisdiction of organization of Texas and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Afallon was December 4, 1998.

Executed on December 18, 1998.

SOFTWARE ASSURANCE CORPORATION

By: 

Roger Wall, President

AFALLON COMPANIES, INC.

By: 

Robert S. Johnson, President

**PLAN OF MERGER
OF
SOFTWARE ASSURANCE CORPORATION
AND
AFALLON COMPANIES, INC.**

This Plan of Merger (the "Plan") is made as of December 18, 1998, by and between Afallon Companies, Inc., a Texas corporation ("Afallon"), and Software Assurance Corporation, a Florida corporation ("SAC").

WITNESSETH:

WHEREAS, Afallon is a corporation duly organized and existing under the laws of the State of Texas and has authorized capital stock consisting of one hundred thousand (100,000) shares of common stock, par value \$1.00 per share (the "Afallon Common Stock"), of which 5,000 shares are issued and outstanding;

WHEREAS, SAC is a corporation duly organized and existing under the laws of the State of Florida and has authorized capital stock consisting of seven thousand five hundred (7,500) shares of common stock, par value \$1.00 per share (the "SAC Common Stock"), of which one hundred (100) shares are issued and outstanding;

WHEREAS, the Board of Directors of Afallon, pursuant to a unanimous written consent, effective as of December 18, 1998, in accordance with Section 9.10 of the Texas Business Corporation Act (the "TBCA"), dated as of December 18, 1998 adopted a resolution recommending the approval of the merger of SAC with and into Afallon with Afallon being the surviving corporation (the "Merger") on the terms and conditions set forth in this Plan; and

WHEREAS, the Board of Directors of SAC, pursuant to unanimous written consent, effective as of December 18, 1998 in accordance with Section 607.0821 of the Florida Business Corporation Act of 1989 as amended (the "FBCA") adopted a resolution recommending the approval of the Merger on the terms and conditions set forth in this Plan;

NOW, THEREFORE, in consideration of the premises and the mutual agreements set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

Article 1. The Merger. At the Effective Time (as hereinafter defined), and upon and subject to the terms and conditions of this Plan and the applicable provisions of the TBCA and the FBCA, SAC shall be merged with and into Afallon. Afallon shall be the surviving corporation in the Merger (the "Surviving Corporation"), and shall continue to exist under its present name and to be governed by the laws of the State of Texas. The separate corporate

existence of SAC shall cease. The business of Afallon shall be continued without dissolution or winding up. The Merger shall be effective upon the filing and recordation of an original executed copy of Articles of Merger with the Secretary of State of the State of Texas and the Secretary of State of the State of Florida in accordance with the relevant provisions of the TBCA and the FBCA (the latest time of acceptance of such filings and issuance of the certificate being referred to herein as the "Effective Time"). The parties hereto shall make such filings as soon as practicable following the execution of this Plan by each of them.

Article 2. Exchange of SAC Common Stock. At the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, each one (1) share of SAC Common Stock shall be canceled and extinguished and, upon delivery to Afallon shall be converted into the right to receive twelve and one-half (12.5) shares of Afallon Common Stock.

Article 3. Governing Documents. The Articles of Incorporation of Afallon in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation, until amended in accordance with the provisions thereof and applicable law. The Bylaws of Afallon in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation, until amended in accordance with the provisions thereof and applicable law.

Article 4. Board of Directors and Officers. The members of the Board of Directors and officers of Afallon immediately prior to the Effective Time shall be the members of the Board of Directors and officers of the Surviving Corporation until their respective successors are elected or appointed and qualified.

Article 5. Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in this Plan, and the applicable provisions of the FBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of Afallon and SAC shall vest in the Surviving Corporation, and all debts, liabilities and duties of Afallon and SAC shall become the debts, liabilities and duties of the Surviving Corporation.

Article 6. Further Assurances. From time to time to the extent permitted by law, the officers and directors of SAC and the officers and directors of the Surviving Corporation are fully authorized in the name of SAC or otherwise to execute and deliver all such deeds, assignments, confirmations, assurances and other instruments and to take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, confirm in or assure the Surviving Corporation title to and possession of all of said property, rights, privileges, powers and franchises and otherwise to carry out the intent and purpose of this Plan.

Article 7. Amendment. No amendment or modification hereof shall be effective unless in writing, duly executed by each party hereto.

Article 8. Counterparts. This Plan may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall be deemed one and the same agreement, and shall become binding on the parties hereto when one or more counterparts have been signed by each of the parties and delivered to the other party.

Article 9. Headings. The descriptive headings of the several sections of this Plan are inserted for convenience only and do not constitute a part of this Plan.

Article 10. Shareholders. This Plan of Merger made herein and approved shall be submitted to the shareholder of SAC for his approval or rejection in the manner prescribed by the provisions of the FBCA and the Merger shall be authorized in the manner prescribed by the TBCA.

IN WITNESS WHEREOF, the parties to this Plan have caused this Plan to be executed by their respective duly authorized officers as of the date first above written.

AFALLON COMPANIES, INC., a Texas
corporation

By: _____

Robert S. Johnson, President

SOFTWARE ASSURANCE CORPORATION, a
Florida corporation

By: _____

Roger R. Wall, President