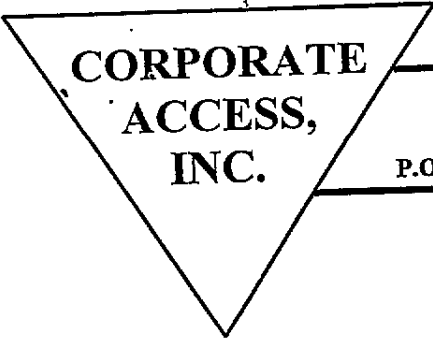


F98000003617



236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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FILED 00 NOV -3 PM 4:23 SECRETARY OF STATE TALLAHASSEE, FLORIDA

1.) Distributed Processing Technology Corp. (CORPORATE NAME & DOCUMENT #)

2.) (CORPORATE NAME & DOCUMENT #)

3.) (CORPORATE NAME & DOCUMENT #)

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4.) (CORPORATE NAME & DOCUMENT #)

5.) (CORPORATE NAME & DOCUMENT #)

RECEIVED DEPARTMENT OF STATE DIVISION OF CORPORATIONS 00 NOV -3 PM 4:19 TO AGENT OF THE SUFFICIENCY OF FILING

SPECIAL INSTRUCTIONS

G. COULLETTE NOV 0 6 2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

DISTRIBUTED PROCESSING TECHNOLOGY CORP., a Florida corporation,
J21048

INTO

ADAPTEC, INC., a Delaware entity, F98000003617

File date: November 3, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
DISTRIBUTED PROCESSING TECHNOLOGY CORP.
AND
ADAPTEC, INC.

FILED
00 NOV -3 PM 4: 23
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 wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Distributed Processing Technology Corp. (the "Corporation") with and into Adaptec, Inc. ("Adaptec") as approved by the Board of Directors of the Corporation by unanimous written consent dated as of October 27, 2000.

2. The merger of the Corporation with and into Adaptec is permitted by the laws of the jurisdiction of organization of Adaptec and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Adaptec was October 27, 2000.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be five p.m. on November 3, 2000.

Executed on October 31, 2000.

Distributed Processing Technology Corp.

By:

Name: *DANN E. MILLES*

Capacity: *V.P. & SECRETARY*

Adaptec, Inc.

By:

Name: *Kenneth B. AROCA*

Capacity: *Vice President & Corporate Controller*

**PLAN OF MERGER / LIQUIDATION
OF
DISTRIBUTED PROCESSING TECHNOLOGY CORP.
UP AND INTO ADAPTEC, INC.**

Pursuant to this Plan of Merger and Liquidation (this "*Plan of Merger*"), Distributed Processing Technology Corp., a Florida corporation ("*DPT*") will merge with and into Adaptec, Inc., ("*Adaptec*") a Delaware corporation, such that Adaptec is the surviving corporation, on terms and conditions as follows:

1. Intention.

1.1 Adaptec owns 100% of all the issued and outstanding shares of the common stock of DPT, and DPT does not have any shares of stock issued or outstanding of any class that Adaptec does not own. The parties thus intend to effect this merger as the merger of DPT and Adaptec under Delaware and Florida corporate laws.

1.2 The merger effects DPT's "*plan of liquidation*" within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended (the "*Code*") which plan of liquidation has been adopted by the Board of Directors of DPT and the Board of Directors of Adaptec as of October 27, 2000.

2. Effective Time. The merger will take effect at the close of business on November 3, 2000 (the "*Effective Time*"). Any officer of Adaptec is authorized and directed to file Articles of Merger on the first business day after the date each of the following conditions are met:

3. Effect of Merger. The merger will have the following effects:

3.1 the separate corporate existence of DPT shall cease;

3.2 Adaptec shall be the surviving corporation and shall continue to exist as a corporation under the laws of the State of Delaware, with all the rights and obligations of such surviving corporation;

3.3 title to all the property and assets owned by Adaptec and DPT shall be vested in Adaptec without reversion or impairment;

3.4 Adaptec shall have all liabilities of Adaptec and DPT;

3.5 any proceedings pending by or against either Adaptec or DPT may be continued as if such merger did not occur, or Adaptec may be substituted in such proceeding for any such party; and

3.6 the final liquidating distributing will be made by DPT to Adaptec and DPT shall be considered "*liquidated*" at that time within the meaning and intent of Section 332 of the Code.

4. **Cancellation of Shares.** On the effective date of the merger, all the issued and outstanding shares of the common stock of DPT shall be cancelled. All the issued and outstanding shares of the stock of Adaptec, of any class, shall remain unaffected, with no additional shares of Adaptec being issued as a result of this merger.

5. **Governance of Surviving Corporation.** Adaptec's Articles of Incorporation, its Bylaws, and its duly elected officers and directors, all as in effect immediately before the Effective Time, will be the Articles of Incorporation, Bylaws, and duly elected officers and directors of the surviving corporation.

6. **Termination.** By resolution of its Board of Directors, either party to this Plan may terminate this Plan for any reason and at anytime before the Effective Time.