

Filing Fee: See Instructions

ID Number: 148960



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO

PacketLogix, Inc.

(insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include PacketLogix, Inc. (Business Corporation, MA) and PacketLogix, Inc. (Business Corporation, RI).

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is PacketLogix, Inc. which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name:

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing immediately.

RECEIVED SECRETARY OF STATE CORPORATIONS DIV 05 OCT - 5 PM 12:00

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

FILED

OCT 06 2005

By [Signature] 28980

b. Complete the following subparagraphs I and II only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is: _____
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

PacketLogix, Inc. (MA)

Print Entity Name

By: [Signature]
Name of person signing

President
Title of person signing

By: _____
Name of person signing

Title of person signing

PacketLogix, Inc. (RI)

Print Entity Name

By: [Signature]
Name of person signing

President
Title of person signing

By: _____
Name of person signing

Title of person signing

AGREEMENT of MERGER

AGREEMENT of MERGER dated 9/21/05, by and between PacketLogix, Inc., a Massachusetts corporation ("PACKETLOGIX-MA"), PacketLogix, Inc., a Rhode Island corporation ("PACKETLOGIX-RI" or the "Surviving Corporation").

WHEREAS, PACKET LOGIX-MA and PACKETLOGIX, INC. deem it in the best interests of each corporation and their respective stockholders that PACKETLOGIX-MA merge into PACKET LOGIX-RI pursuant to this Agreement and Section 78 of the Massachusetts Business Corporation Law;

NOW, THEREFORE, PACKETLOGIX-MA and PACKETLOGIX-RI, each in consideration of the other party joining in the execution and delivery of this Agreement, hereby act and agree as follows:

1. *Merger and Surviving Corporation.* On the Effective Date of the Merger (as hereinafter defined), (a) PACKET LOGIX-MA shall be merged into PACKETLOGIX-RI, (b) PACKET LOGIX-RI shall be the surviving corporation, and in such capacity is hereinafter sometime referred to as the "Surviving Corporation" and (c) the separate existence of PACKET LOGIX-MA shall cease.
2. *Purposes of Surviving Corporation.* The purpose of the Surviving Corporation shall be to carry on any business permitted under Rhode Island General Laws, Chapter 7.
3. *Capital Structure of Surviving Corporation.* The Surviving Corporation is authorized to issue Twelve Thousand shares of common stock, no par value (the "Common Stock").
4. *Conversion of Shares.* On the Effective Date of the Merger, each share of common stock, no par value of PACKETLOGIX-MA, then issued and outstanding shall be converted into one issued and outstanding share of common stock, no par value, of the Surviving Corporation. Thereupon, certificates for shares of common stock of PACKETLOGIX-MA ("PACKETLOGIX-MA Common Certificates"), shall entitle the holders thereof to receive certificates for the appropriate number of fully paid and non-assessable shares of common stock of the Surviving Corporation upon presentation and surrender of the PACKETLOGIX-MA Common Certificates to the Surviving Corporation. Pending presentation and surrender, such PACKETLOGIX-MA Common Certificates shall be deemed for all purposes, including payment of dividends, to evidence ownership of the shares of common stock of the Surviving Corporation into which the shares of PACKETLOGIX-MA shall have been so converted.

The share of common stock of PACKETLOGIX-RI then issued and outstanding shall not be converted as a result of this merger, but shall remain outstanding as shares of common stock of the Surviving Corporation.

5. *Articles of Organization and By-Laws.* The Articles of Organization and By-Laws of PACKETLOGIX-RI, as in effect on the effective date of the merger, shall be the Articles of Organization and By-Laws, respectively, of the Surviving Corporation.

6. *Officers and Directors.* The Directors and Officers of PACKETLOGIX-RI shall continue to serve as the Directors and Officers of the Surviving Corporation, until their resignation or removal or until their successors have been elected and qualified.

7. *Stockholder Approval.* This Agreement shall be submitted to the stockholders of each of PACKETLOGIX-MA and PACKETLOGIX-RI for the purpose of considering and acting upon this Agreement.

8. *Effective Date of Merger.* As used herein, the term "Effective Date of the Merger" shall mean the date of filing of Articles of Merger with the Secretary of the Commonwealth of Massachusetts.

9. *Articles of Merger.* Following the approval of this Agreement by vote of the holders of a majority of the shares of each class of stock of PACKETLOGIX-MA and PACKETLOGIX-RI outstanding and entitled to vote on the question, Articles of Merger consistent with the terms of this Agreement shall be filed with the Secretary of the Commonwealth of Massachusetts pursuant to Section 78 of the Massachusetts Business Corporation Law.

10. *Abandonment.* The merger contemplated by this Agreement may be abandoned by mutual consent and agreement of PACKETLOGIX-MA and PACKETLOGIX-RI at any time prior to the filing of the Articles of Merger with the Secretary of the Commonwealth of Massachusetts, and shall be abandoned if this Agreement has not been approved by the stockholders of PACKETLOGIX-MA and PACKETLOGIX-RI on or before September 1, 2005.

WITNESS the execution hereof under seal on the day and year first above written.

CORPORATE SEAL

CORPORATE SEAL

PacketLogix, Inc -MA

PacketLogix, Inc -RI

By

By

TERRENCE J. BOYLAN, JR.

TERRENCE J. BOYLAN, JR.

President

President

By

By

TERRENCE J. BOYLAN, JR.

TERRENCE J. BOYLAN, JR.

Treasurer

Treasurer

Filing and License Fee: \$230.00 minimum

ID Number: 148960



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

JUN 28 2005

By KML
C 7918

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

05 JUN 28 PM 2:39
SECRETARY OF STATE
CORPORATIONS DIV

The undersigned acting as incorporator(s) of a corporation under Chapter 71.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is PacketLogix, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (Strike if inapplicable.)

2. The period of its duration is (if perpetual, so state) perpetual

3. The specific purpose or purposes for which the corporation is organized are:
Technology sales and any other lawful purpose.

4. The aggregate number of shares which the corporation shall have authority to issue is:
(a) *If only one class.* Total number of shares 1,000 (If the authorized shares are to consist of one class only the par value of such shares or a statement that all of such shares are to be without par value.)

\$1.00 par value

or
(b) *If more than one class:* Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

7. The address of the initial registered office of the corporation is 140 Lincoln Avenue,
Barrington, RI 02806 (Street Address, not P.O. Box)
and the name of its initial registered agent
at such address is Jennifer S. Boylan (City/Town) (Zip Code)
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 2 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	Terrence J. Boylan, Jr.	140 Lincoln Ave., Barrington, RI 02806
Director	Jennifer S. Boylan	140 Lincoln Ave., Barrington, RI 02806

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Edward D. Feldstein	10 Weybosset Street, Providence, RI 02903
R. Jeffrey Knisley	10 Weybosset Street, Providence, RI 02903
Edward G. Avila	10 Weybosset Street, Providence, RI 02903

10. Date when corporate existence is to begin immediately upon filing
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: June 27, 2005

Edward D. Feldstein
R. Jeffrey Knisley
Edward G. Avila
Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 27th day of June, 2005, personally
appeared before me Edward D. Feldstein, R. Jeffrey Knisley and Edward G. Avila

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally
acknowledged said instrument by them subscribed to be their free act and deed.

Seamus J. Deegan
Notary Public
My Commission Expires: 6/27/09