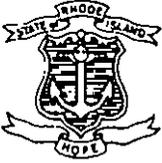


Filing Fee: \$75.00

ID Number: 128293



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

BUSINESS CORPORATION

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Comark Government and Education Sales, Inc.
2. It is incorporated under the laws of Illinois
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island November 22, 2002, authorizing it to transact business in Rhode Island under the name of Comark Government and Education Sales, Inc.
4. The corporate name of the corporation has been changed to Insight Public Sector, Inc.

(If no change, so indicate.)

- 5. The name, if different, which it elects to use in Rhode Island is:
(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:

- 6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

(If no other or additional purposes are proposed, insert "No Change.")

no change

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7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change").

Total Number of Authorized Shares	Class	Series	Par Value or Statement that Shares are without Par Value
<u>10,000</u>	<u>Common</u>	<u>-</u>	<u>NO PAR VALUE</u>

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 19,664,022.87.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 17,280,132.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 1,056,028.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 6.08%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date: 10/1/03

Comark Government and Education Sales, Inc.
 Print Exact Name of Corporation Making Application

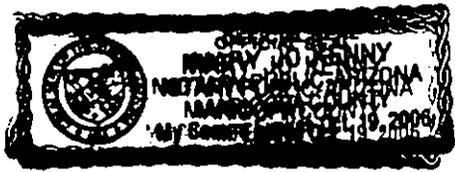
By Stanley Laybourne
 President or Vice President (check one)

AND

By P. Robert Moya
 Secretary or Assistant Secretary (check one)

STATE OF ARIZONA
 COUNTY OF Maricopa

In Tempe, Arizona, on this 1 day of October, 2003, before me personally appeared P. Robert Moya & Stanley Laybourne who, being duly sworn, declared that he/she is the Secretary + Vice President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.



Mary Jo Kenny
 Notary Public
 My Comm. Expires Oct 19, 2006

PLAN OF MERGER

OF

Insight Public Sector, Inc.

AND

Comark Government and Education Sales, Inc.

PLAN OF MERGER approved on December 24, 2002 by **Insight Public Sector, Inc.**, a corporation organized under the laws of the State of Arizona, and by resolution adopted by at least a majority vote of the members of its Board of Directors on said date, and approved on December 24, 2002 by **Comark Government and Education Sales, Inc.**, a corporation of the State of Illinois, and by resolution adopted by at least a majority vote of the members of its Board of Directors on said date.

1. **Insight Public Sector, Inc.** and **Comark Government and Education Sales, Inc.** shall, pursuant to the provisions of the laws of the jurisdiction of organization of **Insight Public Sector, Inc.** and of the Business Corporation Act of 1983 of the State of Illinois, be merged with and into a single corporation, to wit, **Comark Government and Education Sales, Inc.**, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name **Insight Public Sector, Inc.** pursuant to the provisions of the Business Corporation Act of 1983 of the State of Illinois. The separate existence of **Insight Public Sector, Inc.**, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon said effective date in accordance with the provisions of the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation as now in force and effect shall be the Articles of Incorporation of said surviving corporation except that Article One thereof, relating to the name of the corporation are hereby amended and changed so as to read as follows upon the effective date of the merger in the State of Illinois:

"1. The name of the corporation shall be **Insight Public Sector, Inc.**" 

and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Business Corporation Act of 1983 of the State of Illinois.

3. The by-laws of the surviving corporation as in force and effect upon the effective date of the merger in the State of Illinois be the by-laws of said surviving corporation and continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Act of 1983 of the State of Illinois.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger in the State of Illinois shall continue to be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. On the effective date of the merger, Insight Public Sector, Inc. will be merged into Comark Government and Education Sales, Inc. The surviving corporation assumes all rights, privileges, assets and liabilities of the non-survivor. The shares of the non-survivor are exchanged for shares of the survivor on a ten (10) to one (1) basis.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the terminating corporation for their approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Business Corporation Act of 1983 of the State of Illinois.

7. In the event that the Plan of Merger shall have been approved by the shareholders of the terminating corporation in compliance with the laws of the jurisdiction of its organization and by the shareholders of the surviving corporation in the manner prescribed by the provisions of the Business Corporation Act of 1983 of the State of Illinois, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Arizona and by the laws of the State of Illinois, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

KL

EXPEDITED
SECRETARY OF STATE

OCT - 8 2003

EXP. FEES 50

COPY FEES 10

STATE OF ILLINOIS
OFFICE OF THE SECRETARY OF STATE
I hereby certify that this is a true and correct copy,
consisting of 5 pages, as taken from the
original on file in this office.



Jesse White
JESSE WHITE
SECRETARY OF STATE

DATE: Oct 8 2003

BY: *[Signature]*