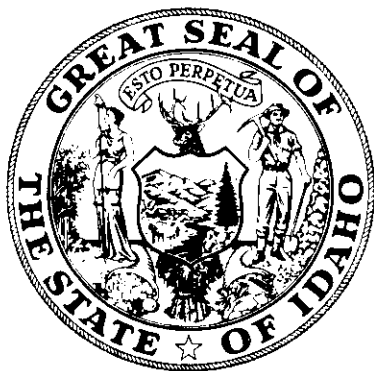# State of Idaho

Department of State.

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that

duplicate originals of Articles of ____**Merger**____ of _____

____**COMMODITY SOFTWARE, INC., an Idaho corporation,**____

_____

into ____**BROKERAGE SYSTEMS, INC., an Illinois corporation,**____,

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have

been received in this office and are found to conform to law.

ACCORDINGLY and by virtue, of the authority vested in me by law, I issue this certificate of

____**merger**____, and attach hereto a duplicate original of the Articles of

____**Merger**____.

Dated ____**August 21**____, 19 **89** .

SECRETARY OF STATE

_____
Corporation Clerk

CMC 779

Pursuant to the provisions of the laws governing corporations organized under the law of the State of Idaho, the undersigned corporations hereby adopt the following Articles of Merger:

1. The names of the corporations proposing merge, and the State or Country of their incorporation, are:

Name of Corporation	State or Country of Incorporation
Brokerage Systems, Inc.	Illinois
Commodity Software, Inc.	Idaho

2. The laws of the State or Country under which each corporation is incorporated permit such merger, consolidation or exchange.

3. The name of the surviving corporation is Brokerage Systems, Inc. and it shall be governed by the laws of Illinois.

4. The plan of merger is as follows:

    See attached Plan of Merger

5. The Plan of Merger was approved by the written consent of all Shareholders entitled to vote on this issue.

The undersigned corporation has caused these Articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated _May 25_____, 1989   COMMODITY SOFTWARE, INC.

attested by _Aley O'inullai_   by _Bell Hart_
its Secretary   its President

SECRETARY OF STATE
STATE OF IDAHO
ARTICLES OF MERGER BETWEEN
BROKERAGE SYSTEMS, INC. and COMMODITY SOFTWARE, INC.

Page Two

The Undersigned corporations have caused these Articles to be signed by its duly authorized Officers, each of whom affirm under penalties of perjury that the facts stated herein are true.

Dated: May 25, 1989

BROKERAGE SYSTEMS, INC.

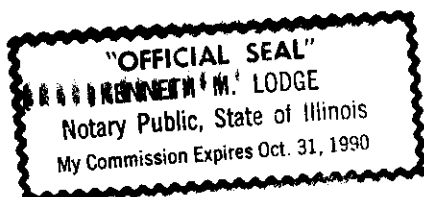By: _____

‾John S. Munro, President

Attested By: _____

John M. Euler, Secretary

STATE OF ILLINOIS   )
)   **SS**

COUNTY OF COOK   )

AFFIDAVIT

I, KENNETH M. LODGE, a Notary Public, do hereby certify that on this _1st_

day of _August_, 1989, personally appeared before me JOHN MUNRO,

who, being first duly sworn, declared that he is the President of BROKERAGE SYSTEMS,

INC., that he signed the foregoing document as President of the said Corporation, and that

the statements contained therein are true.

_____

Kenneth M. Lodge, Esq.

Residing at:

Kenneth M. Lodge
135 South LaSalle Street
Suite 2600
Chicago, Illinois 60603

_____

My Commission Expires:

_____

STATE OF ILLINOIS)
   )   SS

COUNTY OF COOK)

AFFIDAVIT

    I, KENNETH M. LODGE, a Notary Public, do hereby certify that on this 25

day of _____May_____, 1989, personally appeared before me BILL HART, who,

being first duly sworn, declared that he is the President of COMMODITY SOFTWARE,

INC., that he signed the foregoing document as President of the said Corporation, and that

the statements contained therein are true.

_____
Kenneth M. Lodge, Esq.

Residing at:
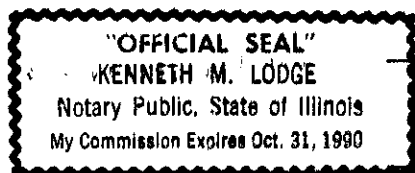
Kenneth M. Lodge
135 South LaSalle Street
Suite 2600
Chicago, Illinois 60603

My Commission Expires:

_____

PLAN OF MERGER

The Undersigned, being all of the duly-elected Directors of *BROKERAGE SYSTEMS, INC.,* hereby set forth the following Plan of Merger, all in accordance with Section 11.05 of the State of Illinois Business Corporation Act of 1983 (Ch. 32 Ill. Rev. Stat. §11.05):

1.   The names of the corporations proposing to merge are:

      A.)   Brokerage Systems, Inc., an Illinois corporation *("BSI")*; and

      B.)   Commodity Software, Inc., an Idaho corporation *("CSI")*.

    Commodity Software, Inc. will be merged into Brokerage Systems, Inc., which is herein designated as the surviving corporation.

2.   The terms and conditions of the proposed merger are as follows:

      A.)   All of the issued and outstanding shares of CSI shall be delivered to BSI.

      B.)   The shareholders of CSI shall receive, in exchange for their shares in CSI, a total of 68,200 shares of BSI common stock.

      C.)   BSI is currently authorized to issue up to 1,000,000 shares of its stock, and has issued prior to date hereof, 136,400 shares, all of which are outstanding.

      D.)   After the transfer of shares as aforesaid, the affairs of the surviving corporation shall be governed by the by-laws and articles of incorporation of BSI.

3.   150 shares of CSI common stock *(being all the issued and outstanding shares)* are being transferred to BSI. For each share of CSI so transferred, the previous owner thereof shall receive 454.67 shares of BSI common stock. The shares shall, after issuance, be subject to the by-laws previously adopted by BSI, including the provisions thereof which restrict future transfer of shares.

4.   No changes will be effected in the Articles of Incorporation of the surviving corporation.

5.   The surviving corporation shall continue to be governed by the laws of the State of Illinois.

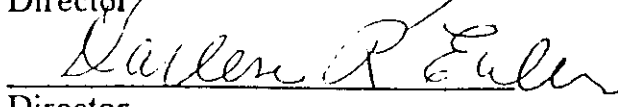*Dated at Chicago, Illinois this 19th day of April, 1989*

_____
Director

_____
Director

_____
Director

_____
Director

AGREEMENT RELATIVE TO SERVICE OF PROCESS
AND PAYMENT OF DISSENTING SHAREHOLDERS

BROKERAGE SYSTEMS, INC., an Illinois Corporation, the survivor of a merger with Commodity Software, Inc., the corporation which had been incorporated under the laws of the State of Idaho, hereby agrees as follows:

1.   Brokerage Systems, Inc. may be served with process in the State of Idaho in any proceeding for the enforcement of any obligation of Commodity Software, Inc. or in any proceeding for the enforcement of the rights of a dissenting shareholder of Commodity Software, Inc. against Brokerage Systems, Inc.; and

2.   Brokerage Systems, Inc. hereby irrevocably appoints the Secretary of State of the State of Idaho as its agent to accept service of process in any such proceeding; and

3.   Brokerage Systems, Inc. agrees that it will promptly pay to any dissenting shareholder of Commodity Software, Inc. the amount, if any, to which said shareholder shall be entitled under the provisions of Idaho law with respect to the right of dissenting shareholders.

Dated as of May 25, 1989

<div align="right">

BROKERAGE SYSTEMS, INC.

By: _____
John S. Munro, its President

</div>