

The Commonwealth of Massachusetts

Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

December 9, 1996

TO WHOM IT MAY CONCERN:

I hereby certify that according to records in this office, Articles of Merger of Parent and Subsidiary corporations were filed here September 16, 1996, pursuant to Massachusetts General Laws, Chapter 156B, Section 82, whereby the subsidiary corporation, BBN Planet Corporation, a Massachusetts corporation, merged into BBN Corporation, a Massachusetts corporation and the surviving corporation.

This certificate is issued in accordance with the provisions of Chapter 156B, Section 84.

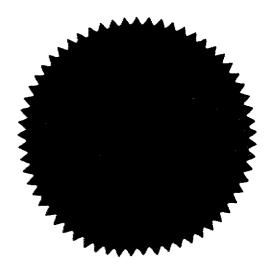
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DATE 01/13/1997 0900 54616

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OK #: 763673 CUST# 74726 FRGN MERGE 1@ 20.00= 20.00

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William Tranin Gallein



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

Secretary of the Commonwealth

MGL Chapter 156B Section 83A provides that certain consolidations and mergers may be filed with the Division within thirty days after the effective date of the merger or consolidation.