

**FILED EFFECTIVE**

**STATEMENT OF MERGER**

08 OCT 15 AM 8:58

**OF**

SECRETARY OF STATE  
STATE OF IDAHO

**ProClarity Corporation**

**AND**

**Microsoft Corporation**

To the Secretary of State  
State of Idaho

Pursuant to the provisions of the Idaho Entity Transactions Act, 30-18-205, governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby submit the following Statement of Merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Idaho, and which is subject to the provisions of the Idaho Entity Transactions Act, is ProClarity Corporation.

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Washington, is Microsoft Corporation.

3. The number of outstanding shares of ProClarity Corporation is 1, all of which are of one class, and all of which are owned by Microsoft Corporation.

4. The following is the Plan of Merger for merging ProClarity Corporation into Microsoft Corporation as approved by resolution of the Board of Directors of Microsoft Corporation and ProClarity Corporation.

"1. Microsoft Corporation, which is a business corporation of the State of Washington and is the parent corporation and the owner of all of the outstanding shares of ProClarity Corporation, which is a business corporation of the State of Idaho and the subsidiary corporation, hereby merges ProClarity Corporation into Microsoft Corporation pursuant to the provisions of the Idaho Entity Transactions Act and pursuant to the provisions of the laws of the jurisdiction of organization of Microsoft Corporation.

"2. The separate existence of ProClarity Corporation shall cease at the effective time and date of the merger pursuant to the provisions of the Idaho Entity Transactions Act; and Microsoft Corporation shall continue

IDAHO SECRETARY OF STATE  
ID BC D-ARTICLES OF MERGER 07-14-2008 05:00  
CK: NONE CT: 1157 BH: 1139982  
1 @ 30.00 = 30.00 STMT MERGE # 2  
1 @ 28.00 = 28.00 EXPEDITE C # 3

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its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"3. The issued shares of ProClarity Corporation shall not be converted in any manner, but each said share which is issued as of the effective time and date of the merger shall be surrendered and extinguished.

"4. The Board of Directors and the proper officers of Microsoft Corporation 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."

5. Microsoft Corporation is the owner of all of the issued shares of ProClarity Corporation, and Microsoft Corporation waived the mailing of a copy of the Plan of Merger in writing.

6. Shareholder approval was not required.

7. The laws of the jurisdiction of organization of Microsoft Corporation permit a merger of an Idaho wholly-owned subsidiary business corporation into a parent business corporation of another jurisdiction and the merger of ProClarity Corporation into Microsoft Corporation is in compliance with the laws of the jurisdiction of organization of Microsoft Corporation.

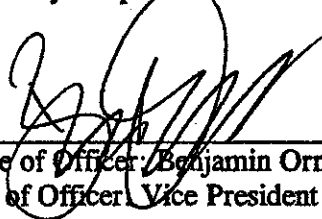
8. That Microsoft Corporation does hereby agree that it may be served with process in the State of Idaho in any proceeding for enforcement of any obligation of ProClarity Corporation, as well as for enforcement merger of any obligation of Microsoft Corporation arising from the herein provided for; does hereby irrevocably appoint the Corporation Service Company as its agent to accept service of process in any such proceeding; and does hereby specify the following address without the State of Idaho to which a copy of such process shall be mailed by the Secretary of State of the State of Idaho:

One Microsoft Way, Redmond, WA 98006.

*Signature page to follow*

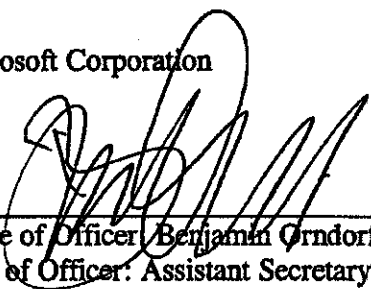
Executed on September 29, 2008

ProClarity Corporation



Name of Officer: Benjamin Orndorff  
Title of Officer: Vice President

Microsoft Corporation



Name of Officer: Benjamin Orndorff  
Title of Officer: Assistant Secretary