

ARTICLES OF MERGER

OF

100% OWNED SUBSIDIARY

FILED/EFFECTIVE

DEC 27 10 30 AM '01

SEAL  
STATE

ATL

Pursuant to the provisions of Section 30-1-1104 of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Merger for the purpose of merging a subsidiary corporation into the undersigned as the surviving corporation:

I.

The name of the surviving ("Parent") corporation in the merger is eSOFT, INC., a corporation organized and existing under the laws of the state of Delaware. The name of the non-surviving ("Subsidiary") corporation in the merger is APEXX TECHNOLOGY, INC., a corporation organized and existing under the laws of the state of Idaho. Parent legally owns one hundred percent (100%) of Subsidiary's issued and outstanding capital stock.

II.

The Plan of Merger is as follows:

Subsidiary will be merged (the "Merger") with and into Parent with Parent as the surviving corporation (the "Surviving Corporation"). As a result of the Merger, Parent will assume all of the obligations of Subsidiary and each issued and outstanding share of capital stock of Subsidiary shall automatically be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor.

III.

The Plan of Merger was approved by resolution adopted by the board of directors of eSoft, Inc. Pursuant to Section 30-1-1104 of the Idaho Business Corporation Act, no copies of the Plan of Merger have been mailed to Parent, the sole shareholder of the Subsidiary as Parent has previously waived the mailing requirement in writing.

IV.

The approval of the shareholders of the Subsidiary and Parent corporations was not required.

V.

No amendment is made to the charter of the Surviving Corporation as part of the Merger.

VI.

164655 v1/BD  
3J1R011.DOC

IDAHO SECRETARY OF STATE  
12/27/2001 05:00  
CK: 86289 CT: 28168 BH: 436738  
1 @ 30.00 = 30.00 MERGER # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

Received 12-26-2001 18:20

From-720 566 4099

To-EBERLE BERLIN

Page 003

C99400

FROM :

FAX NO. : 3032332258

Jun. 03 2001 11:02AM P3

Parent has complied with the applicable provisions of the laws of the state of Delaware under which it is incorporated, and this Merger is permitted by such laws.

Dated: December 27, 2001

ESoft, INC.

By: Amy Beth Hansman  
Name: Amy Beth Hansman  
Title: Vice President, Finance & Secretary

164655 v1/BD  
ATTORNEY

12/26/2001 WED 12:23 [TX/RX NO 6993] 003

Received 12-26-2001 18:20

From-720 566 4088

To-EBERLE BERLIN

Page 004