

FILED EFFECTIVE

STATEMENT OF MERGER
OF

M2M MERGER SUB, INC.

(an Idaho corporation)

WITH AND INTO

M2M COMMUNICATIONS CORPORATION

(an Idaho corporation)

(Under Section 30-1-1106 of the Idaho Business Corporation Act)

The undersigned, Vice President of M2M Merger Sub, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Idaho, and the President of M2M Communications Corporation, a corporation duly organized and existing under and by virtue of the laws of the State of Idaho, do hereby certify as follows:

FIRST: M2M Merger Sub, Inc., a corporation formed and existing under the laws of the State of Idaho ("Merger Sub"), will merge with and into M2M Communications Corporation, a corporation formed and existing under the laws of the State of Idaho (hereinafter sometimes referred to as "M2M" or the "Surviving Entity") (Merger Sub and M2M, collectively the "Constituent Corporations") (the "Merger"). M2M will be the surviving corporation.

SECOND: The effective date of the Merger shall be the date of filing of this Statement of Merger with the Secretary of State of Idaho.

THIRD: The Merger was duly approved by the Constituent Corporations in accordance with the Idaho Entity Transactions Act.

FOURTH: The Certificate of Incorporation of M2M shall be the Certificate of Incorporation of the Surviving Entity, with the following amendments and changes:

"ARTICLE 3: The street address of the registered office is 1111 West Jefferson, Suite 530, Boise, Idaho 83702 and the name of the registered agent at such address is CT Corporation System.

"ARTICLE 5: The mailing address of the corporation shall be 101 Federal Street, Suite 1100, Boston, MA 02110.

"ARTICLE 6: The Corporation shall, to the fullest extent allowable pursuant to the Idaho Business Corporation Act, indemnify:

IDAHO SECRETARY OF STATE
01/25/2011 05:00
CK: 20610 CT: 20168 BH: 1256902
1 @ 30.00 = 30.00 MERGER # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C150735

(1) An individual who is a party to a proceeding because they are a director against liability incurred in the proceeding if: (a)(i) they conducted themselves in good faith; and (ii) they reasonably believed: (A) In the case of conduct in their official capacity, that their conduct was in the best interests of the Corporation, and (B) In all cases, that their conduct was at least not opposed to the best interests of the Corporation; and (iii) In the case of any criminal proceeding, they had no reasonable cause to believe their conduct was unlawful; or (b) They engaged in conduct for which broader indemnification has been made permissible. (2) A director's conduct with respect to an employee plan for a purpose they reasonably believed to be in the best interests of the participants in, and the beneficiaries of, the plan is conduct that satisfies the requirement of subsection (1)(a)(ii)(B) of this section. (3) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the director did not meet the relevant standard of conduct described in this section.

"ARTICLE 7: The Corporation shall, to the fullest extent allowed pursuant to the Idaho Business Corporation Act, indemnify and advance expenses to an officer of the Corporation who is a party to a proceeding because they are an officer of the Corporation: (a) To the same extent as a director; and (b) If they are an officer but not a director, to such further extent as may be provided by the bylaws of the Corporation or by resolution of the board of directors or by contract."

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have executed this Statement of Merger
this 25 day of January, 2011.

M2M Merger Sub, Inc.
An Idaho corporation

By: [Signature]
Name: Laurie Harrison
Title: Vice President

M2M Communications Corporation
An Idaho corporation

By: Steven Hodges
Name: Steven Hodges
Title: president