

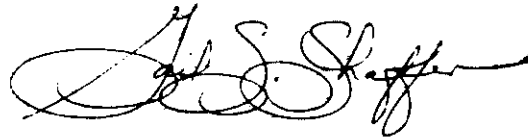
State of New York }
Department of State } ss.

33924

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

MAY 3 1 1984

A handwritten signature in cursive script, appearing to read "J. J. Sheffer", is written over a faint circular embossed seal.

Secretary of State

CERTIFICATE

OF

MERGER

OF

MAI APPLICATIONS SOFTWARE CORPORATION

INTO

MANAGEMENT ASSISTANCE INC.

UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW

* * * * *

The undersigned, being respectively a Vice President and the Secretary of Management Assistance Inc., hereby certify, pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, as follows:

1. Management Assistance Inc., a corporation incorporated in the State of New York, will be the corporation surviving the merger into it of MAI Applications Software Corporation, a corporation incorporated in the State of Delaware. MAI Applications Software Corporation was originally formed as MAI Acquiring Corp.

2. MAI Applications Software Corporation is authorized to issue 100 shares of Capital Stock, par value \$10.00 per share, all of which are outstanding and owned by Management Assistance Inc.

3. (a) The certificate of incorporation of Management Assistance Inc. was filed by the Department of State for the State of New York on the 21st day of October, 1957.


(b) The certificate of incorporation of MAI Applications Software Corporation was filed by the Secretary of State of the State of Delaware on the 1st day of October, 1979. MAI Applications Software Corporation has not filed an application for authority to do business in the State of New York.

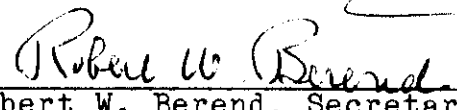
(c) The laws of the State of Delaware, in which MAI Applications Software Corporation is incorporated, permit the merger as herein effected.

4. The plan of merger was adopted by the Board of Directors of Management Assistance Inc.

IN WITNESS WHEREOF, this certificate has been signed in the City and State of New York on the 23rd day of May, 1984 and the statements contained herein are affirmed as true under penalties of perjury.

MANAGEMENT ASSISTANCE INC.


Bertrand H. Weidberg, Vice President


Robert W. Berend, Secretary

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 30 1984

AMT. OF CHECK \$ 70
FILING FEE \$ 60
TAX \$
COUNTY FEE \$
COPY \$
CERT \$
REFUND \$
SPEC HANDLE \$ 10

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CERTIFICATE OF MERGER

OF

① MAI APPLICATIONS SOFTWARE CORPORATION (DEL. DOM.)

INTO

② MANAGEMENT ASSISTANCE INC. (N.Y. DOM.)

UNDER SECTION 905 OF THE BUSINESS
CORPORATION LAW

LEGAL DEPARTMENT
MANAGEMENT ASSISTANCE INC.
560 LEXINGTON AVENUE
NEW YORK, N.Y. 10022
TEL. (212) 909-1487

BILLED

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