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UNITED STATES OF AMERICA,

STATE OF OHIO,

OFFICE OF THE SECRETARY OF STATE.

SEC. OF STATE

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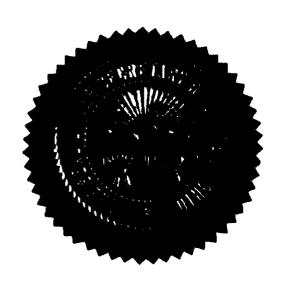
I, Bob Taft,

do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the Records of Ohio and Foreign corporations; that said records show

Certificate of AGREEMENT OF MERGER of LDI COMPUTER MAINTENENACE, INC., an Ohio corporation, Charter No. 644328, having its principal location in Solon, County of Cuyahoga, was incorporated on November 19th, 1984 and P.O.S. SUPPORT, INC., an Ohio corporation, Charter No. 631696, having its principal location in Brooklyn, County of Cuyahoga, was incorporated on March 30th, 1984 and PROMPT COMPUTER SUPPORT GROUP, INC., an Ohio corporation, Charter No. 601977, having its principal location in Bedford Heights, County of Cuyahoga, was incorporated on October 14th, 1982 and TMS COMPUTER MAINTENANCE OF OHIO, INC., an Ohio corporation, Charter No. 708528, having its principal location in Cincinnati, County of Hamilton, was incorporated on September 11th, 1987 and LDI FINANCIAL SERVICES CORP., an Ohio corporation, Charter No. 563188, having its principal location in Cleveland, County of Cuyahoga, was incorporated on October 23rd, 1980 and LEASING DYNAMICS,, INC., an Ohio corporation, Charter No. 421299, having its principal location in Cleveland, County of Cuyahoga, was incorporated on February 22nd, 1972 and MST DISTRIBUTION CORPORATION, an Ohio corporation, Charter No. 742937, having its principal location in Cleveland, County of Cuyahoga, was incorporated on February 16th, 1989 and MST SYSTEMS, INC., an Ohio corporation, Charter No. 610991, having its principal location in Mayfield Heights, County of Cuyahoga, was incorporated on March 28th, 1983 and DIGITAL OFFICE KARE, INC., a Georgia corporation qualified to do business within the State of Ohio on June 12th, 1987 under License No. 702807 and MARION GENERAL SYSTEMS, INC., a Michigan corporation qualified to do business within the State of Ohio on December 31st, 1987 under License No. 715251 and LDI DISASTER RECOVERY CORPORATION a Delaware corporation qualified to do business within the State of Ohio on March 13th, 1984 under License No. 630289, merging into: LDI CORPORATION, survivor of said merger, a Delaware corporation, License No. 705902, was filed in this office on April 30th, 1991, recorded on roll H124 frame 347 of the Records of Incorporation. Said surviving corporation, LDI CORPORATION, a Delaware corporation qualified to do business within the State of Ohio on July 27th, 1987 under License No. 705902 is currently in GOOD STANDING upon the records of this office.

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LDI CORPORATION
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WITNESS my hand	and	official	seal at
Columbus, Ohio,	this	6th	day
of September		A.D.	19 91

BOB TAFT Secretary of State

Bob Tof