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Greenberg Traurig
Requestor's Name

Address

Michelle 425-8526

City/State/Zip

Phone #

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. HTE Phoenix Merger Sub, LLC (Corporation Name) L 99-887 (Document #)

2. HTE Phoenix Systems, Inc. (Corporation Name) P99-11596 (Document #)

3. _____ (Corporation Name) _____ (Document #)

4. _____ (Corporation Name) _____ (Document #)

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- Mail out
- Pick up time call me
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

99-11596

Name	<u>02315</u>
Availability	
Document	
Examiner	
Updater	
Under Verifier	
Acknowledgment	
W. P. Verifier	

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Examiner's Initials	
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GREENBERG
ATTORNEYS AT LAW
TRAURIG

March 12, 1999

Via Federal Express

Cross-Entity Merger Section
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Brenda

Re: *Articles of Merger - H.T.E.-Phoenix Merger Sub, LLC, a Connecticut limited liability company and HTE-Phoenix Systems, Inc., a Florida corporation*

Enclosed please find one manually executed and one photo copy of the articles of merger including the agreement and plan of merger for the above referenced entities. Also, enclosed please find a check in the amount of \$96.25 to cover the cost of filing fee and certified copy. Please file with the State as soon as possible and return a certified copy to the Greenberg Traurig box located in your office, attention Michelle Beal.

Thank you for your assistance with this matter. Please contact me if you have any questions at (407) 418-2430.

Very truly yours,



Michele Turton
Paralegal

Encls.

cc: Todd Rumberger, Esq.

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STATE OF FLORIDA
ARTICLES OF MERGER
FOR A CROSS-ENTITY MERGER

by and between

H.T.E.-Phoenix Merger Sub, L.L.C., a Florida limited liability company
and
HTE-Phoenix Systems, Inc., a Florida corporation

The following Articles of Merger are being submitted in accordance with Chapters 608 and 607 of the Florida Statutes (collectively, the "Florida Act").

FIRST: The name, principal address, jurisdiction and entity type, for the merging party to that certain Agreement and Plan of Merger, dated as of March 1, 1999 (the "Plan of Merger"), are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
H.T.E.-Phoenix Merger Sub, L.L.C. 1000 Business Center Drive Lake Mary, FL 32746 FL Registration Number: L99000000887	Florida	Limited liability company

SECOND: The exact name, principal address, jurisdiction and entity type of the surviving entity is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HTE-Phoenix Systems, Inc. 1000 Business Center Drive Lake Mary, FL 32746 Florida Registration Number: P99000011596	Florida	Corporation

THIRD: The Plan of Merger, which is attached hereto as Exhibit A and made a part hereof, meets the requirements of the Florida Act and was approved by each of the domestic limited liability company and domestic corporation that is a party to the merger in accordance with the Florida Act.

FOURTH: The attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the laws of the State of Florida.

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FIFTH: The surviving entity, HTE-Phoenix Systems, Inc. (the "Company"), is formed under the laws of the State of Florida dealing with corporations, and the Company has appointed L. A. Gornto, Jr. as its registered agent pursuant to those certain Articles of Incorporation filed on February 2, 1999, a copy of which is attached hereto as Exhibit B and incorporated herein by reference.

SIXTH: No dissenting members of the Company shall have dissenters' rights under the Florida Act.

SEVENTH: The Company has obtained the consent of the sole member of the merging entity pursuant to the Florida Act.

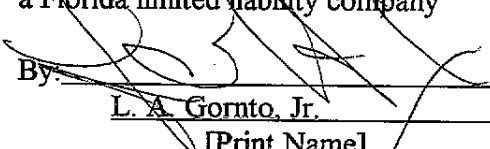
EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of incorporation, bylaws, articles of organization, regulations or limited liability company agreement of any entity that is a party to the merger.

NINTH: The merger shall be effective as of the date the Articles of Merger are filed with the Florida Department of State.

TENTH: The Articles of Merger comply and were executed in accordance with the law of each parties' applicable jurisdiction, the State of Florida.

ELEVENTH: Signatures follow, and comply with the requirements set forth in the Florida Act.

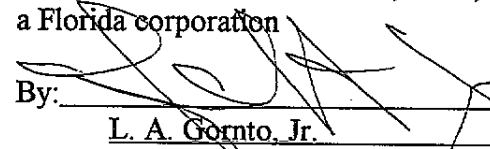
H.T.E.-PHOENIX MERGER SUB, L.L.C.,
a Florida limited liability company

By: 

L. A. Gornto, Jr.
[Print Name]

Its: Manager & Executive Vice President
of H.T.E., Inc., its sole member

HTE-PHOENIX SYSTEMS, INC.,
a Florida corporation

By: 

L. A. Gornto, Jr.
[Print Name]

Its: Executive Vice President

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of this 1st day of March, 1999, by and between **H.T.E.-Phoenix Merger Sub, L.L.C.**, a Florida limited liability corporation (the "Merger Subsidiary"), and **HTE-Phoenix Systems, Inc.**, a Florida corporation (the "Surviving Entity") (collectively, the "Constituent Corporations")

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W I T N E S S E T H :

WHEREAS, the Merger Subsidiary desires to merge with and into the Surviving Entity, with HTE-Phoenix Systems, Inc. being the surviving corporation (the "Merger") on the terms and subject to the conditions set forth in this Plan of Merger (the "Plan"); and

WHEREAS, as of and effective at the time the Articles of Merger shall be filed with the Secretary of State of the State of Florida, H.T.E., Inc., a Florida corporation ("Parent"), is the sole Member of the Merger Subsidiary and the record and beneficial owner of all of the issued and outstanding capital stock, par value \$1.00 per share, of the Surviving Entity; and

WHEREAS, Parent, as the sole Member of the Merger Subsidiary, and the Board of Directors of the Surviving Entity has determined that it is advisable and in the best interests of the sole Member of the Merger Subsidiary and the sole shareholder of the Surviving Entity that the Merger Subsidiary be merged with and into the Surviving Entity, on the terms and conditions set forth herein, in accordance with Sections 607.1107 and 607.1108 of the Florida Business Corporation Act and Section 608.4381 of the Florida Limited Liability Company Act (collectively, "Florida Law").

NOW, THEREFORE, the Constituent Corporations, parties to this Plan, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby agree, as of the Effective Time (as further defined herein), as follows:

1. **THE MERGER.** At the Effective Time and in accordance with the provisions of this Plan and the Articles of Merger as required by Florida Law (the "Articles of Merger"), the Merger Subsidiary shall be merged with and into the Surviving Entity and the separate existence of the Merger Subsidiary shall cease. HTE-Phoenix Systems, Inc., as the Surviving Entity, shall be the surviving corporation in the Merger and shall continue its corporate existence under Florida Law under its current name, HTE-Phoenix Systems, Inc.

2. **EFFECTIVE TIME OF THE MERGER.** Simultaneously with or as soon as practicable after the execution of this Plan, the Surviving Entity and the Merger Subsidiary will execute the appropriate Articles of Merger, and shall file or cause to be filed such Articles of Merger with the Secretary of State of Florida; and the Merger shall become effective at such time (the "Effective Time") as shall be stated in the Articles of Merger.

3. **EFFECT OF MERGER.** At the Effective Time, (a) the Surviving Entity shall own and possess all assets and property of every kind and description, and every interest therein, wherever

located, and all rights, privileges, immunities, power, franchises and authority of a public as well as a private nature, of the Merger entities, and all obligations owed to, belonging to or due to each of the Merger entities, all of which shall be vested in the Surviving Entity pursuant to Florida Law without further act or deed, and (b) the Surviving Entity shall be liable for all claims, liabilities and obligations of the Constituent Corporations, all of which shall become and remain obligations of the Surviving Entity pursuant to Florida Law without further act or deed.

4. **SURVIVING CORPORATION.** At the Effective Time, the Articles of Incorporation and By-laws of the Surviving Entity shall be identical to the Articles of Incorporation and By-laws of Surviving Entity in effect immediately prior to the Effective Time and in the form attached hereto as Exhibit A-1 and Exhibit A-2. The directors and officers, set forth on Schedule 1, attached hereto and incorporated by reference to this Plan, shall be the directors and officers, respectively, of the Surviving Entity until their successors shall have been duly elected or appointed or qualified or until their earliest death, resignation or removal in accordance with the Surviving Entity's Articles of Incorporation and By-laws.

5. **STATUS AND CONVERSION OF COMMON STOCK.** At the Effective Time, by virtue of the Merger and without any action on the part of the Member of the Merger Subsidiary or any holder of any shares of common stock of the Surviving Entity:

5.1 All of the issued and outstanding membership units representing an ownership interest in the Merger Subsidiary at the Effective Time shall be converted into, exchanged for and become one (1) validly issued, fully paid and non-assessable share of common stock, par value \$.01 per share, of the Surviving Entity (the "Conversion Share"); such Conversion Share shall, immediately upon conversion, (i) become treasury stock of the Surviving Entity, as such, (ii) be canceled and cease to exist from and after the Effective Time;

5.2 Each membership unit or other ownership interest of the Merger Subsidiary held by the Surviving Entity shall be automatically canceled and shall cease to exist from and after the Effective Time;

5.3 Each option to purchase one membership unit or other ownership interest of the Merger Subsidiary which shall be outstanding at the Effective Time, if any, shall be converted into and exchanged for an option to purchase one (1) share of common stock of the Surviving Entity at the same aggregate purchase price on the same other terms and conditions as the option which is converted;

5.4 The Merger shall not effect any change in any option to purchase common stock of the Surviving Entity which is issued and outstanding at the Effective Time and each such option shall remain outstanding after the Effective Time as an option to purchase the same number of shares of common stock of the Surviving Entity;

5.5 After the Effective Time each holder of an outstanding certificate representing an ownership interest of the Merger Subsidiary, if any, may surrender the same to the Surviving Entity and each such holder shall be entitled upon such surrender to receive the number of

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shares of common stock of the Surviving Entity on the basis provided herein. Until surrendered the outstanding membership units or other evidence of membership interest of the Merger Subsidiary to be converted into the common stock of the Surviving Entity as provided herein, may be treated by the Surviving Entity for all corporate purposes as evidencing the ownership of shares of common stock of Surviving Entity as though said surrender and exchange had taken place.

5.6 At the Effective Time, all membership units of or other ownership interest in the Merger Subsidiary that shall then be held by the Merger Subsidiary in its treasury shall cease to exist and all certificates representing such membership units or other evidence of membership interest shall be canceled and no cash or securities or other property shall be issued in the Merger in respect thereof.

6. **CLOSING OF THE MERGER SUBSIDIARY'S TRANSFER BOOKS.** At the Effective Time, the transfer books of, or other record of ownership interests in, the Merger Subsidiary shall be closed and no transfer of membership interests of the Merger Subsidiary which were outstanding immediately prior to the Effective Time shall thereafter be made. If, after the Effective Time, subject to the terms and conditions of this Plan, certificates formerly representing the Merger Subsidiary membership interests are presented to the Surviving Entity, they shall be canceled and exchanged for common stock of the Surviving Entity in accordance with this Plan.

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7. **DISSENTERS' RIGHTS.** Any holder of the Merger Subsidiary membership interests who, except as otherwise provided by law, would be entitled to vote on the Merger and who wishes to dissent, is entitled, if the member complies with the provisions of Florida Law regarding the rights of dissenting members, to be paid the fair value of such member's membership interests.

8. **FURTHER ASSURANCES.** From time to time from and after the date hereof, the parties will execute and deliver to one another any and all further agreements, instruments, certificates and other documents as may be requested by the other party in order to more fully consummate the transactions contemplated hereby, and to effect an orderly transition of the ownership and operations of the business of the Merger Subsidiary to the Surviving Entity.

9. **COSTS AND EXPENSES.** The Surviving Entity shall pay all costs and expenses of accomplishing the Merger.

10. **TERMINATION.** If for any reason consummation of the Merger is inadvisable in the opinion of the board of directors of the Surviving Entity, this Plan may be terminated at any time before the Effective Time by resolution of the board of directors of the Surviving Entity. Upon termination as provided in this Plan, this Plan shall be void and of no further force or effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of the Merger Subsidiary or the Surviving Entity, or their directors, officers, managers, members, employees, agents or shareholders.

11. **MISCELLANEOUS.**

11.1 **Entire Agreement.** This Plan and the other agreements and instruments

referred to herein constitute the entire agreement between the parties pertaining to the subject matter hereof, and supersede all prior agreements or understandings as to such subject matter.

11.2 Amendments and Modifications. At any time before the filing with the Secretary of State of Florida of the Articles of Merger to be filed in connection with this Plan, the board of directors of the Merger Subsidiary may amend this Plan. If the Articles of Merger already have been filed with the Secretary of State, amended Articles of Merger, if any, shall be filed with the Secretary of State, but only if such amended Articles of Merger can be filed before the Effective Time.

11.3 Headings. The headings contained in this Plan are for reference purposes only and shall not affect in any way the meaning or interpretation of this Plan.

11.4 Governing Law. This Plan shall be construed and interpreted and the rights granted herein governed in accordance with the laws of the State of Florida applicable to contracts made and to be performed wholly within such State.

IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolution adopted by their respective boards of directors have caused this Agreement and Plan of Merger to be executed by its duly authorized officers as of the date first written above.

H.T.E.-PHOENIX MERGER SUB, L.L.C.,
a Florida limited liability corporation

By: _____

Name: L. A. Gornto, Jr.

Title: Manager & Executive Vice President of
H.T.E., Inc., the sole member

H.T.E.-PHOENIX SYSTEMS, INC,
a Florida corporation

By: _____

Name: L. A. Gornto, Jr.

Title: Executive Vice President

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SCHEDULE 1
ATTACHEMENT

HTE-PHOENIX SYSTEMS, INC.
LIST OF OFFICERS AND DIRECTORS

David N. Way
George A. Sheehy
Dennis J. Harvard

L.A. Gornto, Jr.

President
Vice President
Chairman of the Board, Secretary,
Treasurer and Sole Director
Executive Vice President, Assistant
Secretary and Assistant Treasurer

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ARTICLES OF MERGER
Merger Sheet

MERGING:

H.T.E. -PHOENIX MERGER SUB, L.L.C., A FLORIDA LIMITED LIABILITY
COMPANY

INTO

HTE-PHOENIX SYSTEMS, INC., a Florida corporation, P99000011596

File date: March 15, 1999

Corporate Specialist: Tammi Cline