

THE COMPLETE MERGER FILING IS UNDER
CORPORATE NUMBER 2142451

00624875

1590523 au
AGREEMENT OF MERGER

FILED *OPR*
In the Office of the Secretary of State
of the State of California

X
JUN 23 2000

Bill Jones
BILL JONES, Secretary of State

This Agreement of Merger (this "Agreement") is entered into as of March 7, 2000 between ARI Service, Inc., a California corporation ("ARI"), and AST Research, Inc., a Delaware corporation ("AST").

1. AST shall be merged with and into ARI, with ARI surviving.
2. Automatically, and by virtue of the merger:
 - (a) Each share of AST stock held in the treasury of AST immediately prior to the merger shall be cancelled and retired and cease to exist without any conversion thereof.
 - (b) Each AST share issued and outstanding immediately prior to the merger shall be converted into and evidence one share of ARI.
 - (c) Each ARI share issued and outstanding immediately prior to the merger shall be canceled and retired and resume the status of authorized and unissued shares of ARI stock.
3. The Articles of Incorporation of ARI shall be amended to restate Article IV in its entirety to read as follows: "This corporation is authorized to issue only one class of shares of stock, and the total number of shares which this corporation is authorized to issue is fifteen million (15,000,000)" and shall, as so amended, be the Articles of Incorporation of the surviving corporation.
4. AST shall from time to time, as and when requested by ARI, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO BOX 1468
SACRAMENTO CA 95812-1468

TAT n

TAX CLEARANCE CERTIFICATE

May 1, 2000

EXPIRATION DATE: August 15, 2000

AKIN ET AL
ATTN GARY APFEL
2029 CENTURY PARK E STE 2600
LOS ANGELES CA 90067-3012

ISSUED TO : AST RESEARCH, INC.
ENTITY ID : 1590523

THIS CERTIFICATE BECOMES VALID ONLY UPON THE MERGER OF AST RESEARCH INC #1590523 INTO ARI SERVICE INC #2143451.

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid, assumed, or are secured by other means.

If a final return has not been filed, one should be filed within two months and 15 days after the close of the month in which the dissolution or withdrawal takes place. If the corporation was inactive, a statement to that effect should be attached to the tax forms. All returns remain subject to audit until the expiration of the normal statutory period. Failure to file required returns may result in additional assessments.

A copy of this Tax Clearance Certificate has been sent to the Office of the Secretary of State. This original Tax Clearance Certificate may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1500 11th Street, 3rd Floor, Sacramento CA. 95814, or by telephone, (916) 657-5448.

NOTE: If the required documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain

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subject to the filing requirements of the Bank
and Corporation Tax Law.

By H. Hermansen
Tax Clearance Unit
Special Audit Section
Telephone (916) 845-4124