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the office of the Secretary of State
of the State of California

Delaware

PAGE 1 AUG 29 2005

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

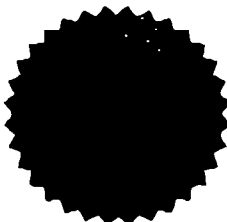
"ARADIANT CORPORATION", A CALIFORNIA CORPORATION,

WITH AND INTO "ARADIANT CORPORATION" UNDER THE NAME OF "ARADIANT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF AUGUST, A.D. 2005, AT 7:50 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4121289

DATE: 08-29-05

NO. 0296 P. 3
State of Delaware
Secretary of State
Division of Corporations
Delivered 07:50 PM 08/25/2005
FILED 07:50 PM 08/25/2005
SRV 050704570 - 4022110 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ARADIANT CORPORATION (a California corporation)

INTO

ARADIANT CORPORATION (a Delaware corporation)

Aradiant Corporation, a corporation organized and existing under the laws of the State of California ("Aradiant-California"),

DOES HEREBY CERTIFY:

FIRST: That Aradiant-California was incorporated on November 14, 1990 pursuant to the California Corporations Code, the provisions of which permit the merger of a parent corporation organized and existing under the laws of said State into a subsidiary corporation organized and existing under the laws of a different state,

SECOND: That Aradiant-California owns one hundred percent (100%) of the outstanding shares of the common stock ("Capital Stock"), of Aradiant Corporation, a corporation incorporated on August 25, 2005, pursuant to the General Corporation Law of the State of Delaware ("Aradiant-Delaware"), and has no class of stock outstanding other than said Capital Stock.

THIRD: That Aradiant-California, by the following recitals and resolutions of its Board of Directors, duly adopted by unanimous written consent effective as of August 25, 2005, determined to, and effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, does, merge itself into said Aradiant-Delaware:

WHEREAS, Aradiant-California is the legal and beneficial owner of all of the issued and outstanding shares of the common stock (the "Aradiant-Delaware Stock"), of Aradiant Corporation, a Delaware Corporation ("Aradiant-Delaware");

WHEREAS, the Aradiant-Delaware Stock is the only issued and outstanding class of stock of Aradiant-Delaware;

WHEREAS, it is deemed to be in the best interests of Aradiant-California and its shareholders to merge Aradiant-California with and into Aradiant-Delaware pursuant to the Delaware General Corporation Law and the California Corporations Code, including, without limitation, the provisions of Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code (the "Merger");

NOW, THEREFORE, BE IT RESOLVED that subject to the approval of the shareholders of Aradiant-California and the stockholder of Aradiant-Delaware, Aradiant-California shall merge itself with and into Aradiant-Delaware, such Merger to be effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of the State of Delaware; and that upon such effectiveness Aradiant-Delaware shall thereby assume all of the liabilities and

obligations of Aradiant-California and the separate existence of Aradiant-California shall cease and Aradiant-Delaware shall be the surviving corporation (the "Surviving Corporation");

RESOLVED, FURTHER, that the terms and conditions of the Merger are as follows: upon the proposed Merger becoming effective, (A) each outstanding share of Aradiant-California's Common Stock issued and outstanding immediately prior to the Merger shall be converted into one (1) fully paid and nonassessable share of Aradiant-Delaware Common Stock, and all such shares of Aradiant-Delaware Common Stock shall be issued upon surrender of the certificates for the Aradiant-California Common Stock and each share of Aradiant-California Common Stock issued and outstanding immediately prior to the Merger shall be cancelled and returned to the status of authorized but unissued shares; (B) each outstanding share of Aradiant-California's Series A Preferred Stock issued and outstanding immediately prior to the Merger shall be converted into one (1) fully paid and nonassessable share of Aradiant-Delaware Series A Preferred Stock, and all such shares of Aradiant-Delaware Series A Preferred Stock shall be issued upon surrender of the certificates for the Aradiant-California Series A Preferred Stock and each share of Aradiant-California Series A Preferred Stock issued and outstanding immediately prior to the Merger shall be cancelled and returned to the status of authorized but unissued shares; (C) each outstanding share of Aradiant-California's Series B Preferred Stock issued and outstanding immediately prior to the Merger shall be converted into one (1) fully paid and nonassessable share of Aradiant-Delaware Series B Preferred Stock, and all such shares of Aradiant-Delaware Series B Preferred Stock shall be issued upon surrender of the certificates for the Aradiant-California Series B Preferred Stock and each share of Aradiant-California Series B Preferred Stock issued and outstanding immediately prior to the Merger shall be cancelled and returned to the status of authorized but unissued shares; (D) each outstanding share of Aradiant-California's Series C Preferred Stock issued and outstanding immediately prior to the Merger shall be converted into one (1) fully paid and nonassessable share of Aradiant-Delaware Series C Preferred Stock, and all such shares of Aradiant-Delaware Series C Preferred Stock shall be issued upon surrender of the certificates for the Aradiant-California Series C Preferred Stock and each share of Aradiant-California Series C Preferred Stock issued and outstanding immediately prior to the Merger shall be cancelled and returned to the status of authorized but unissued shares; and (E) each option, warrant or other right to purchase Aradiant-California Common Stock issued and outstanding immediately prior thereto shall be converted into the right to receive one (1) share of Aradiant-Delaware Common Stock for each share of Aradiant-California Common Stock issuable pursuant to any such option, warrant or stock purchase right on the same terms and conditions and at an exercise price per share equal to the exercise price per share applicable to any such Aradiant-California option, warrant, or stock purchase right;

RESOLVED, FURTHER, that until successors are duly elected or appointed in accordance with applicable law, the existing directors of Aradiant-Delaware as of the time of the Merger shall be the directors of the Surviving Corporation and the existing officers of Aradiant-Delaware as of the time of the Merger shall be the officers of the Surviving Corporation;

RESOLVED, FURTHER, that from and after the time of the Merger, the Bylaws of Aradiant-Delaware and the Certificate of Incorporation of Aradiant-Delaware, as attached

thereto as Exhibit A, shall be the bylaws and certificate of incorporation of the Surviving Corporation;

RESOLVED, FURTHER, that the President of Aradiant-California be and hereby is authorized to make and execute, and the Secretary be and hereby is authorized to make, execute and attest, a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the Merger of Aradiant-California into Aradiant-Delaware, and the date of adoption hereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and a certified copy recorded in the office of the Recorder of Deeds for the appropriate county and to do all acts and things, whatsoever, whether within or without the State of Delaware, which may be in any way necessary or appropriate to effect said Merger; and

RESOLVED, FURTHER, that within six months of the Merger, and after either Aradiant-Delaware has become qualified to do business in the State of California pursuant to Section 1107.5(b) of the California Corporations Code, or the filing of a certificate of satisfaction of the Franchise Tax Board pursuant to Section 1110(f) of the California Corporations Code, a copy of the Certificate of Ownership and Merger shall be filed with the Secretary of State of California.

FOURTH: That the Merger has been approved by (i) a majority of the outstanding shares of Common Stock of Aradiant-California, voting as a separate class, (ii) a majority of the outstanding shares of Series A Preferred Stock of Aradiant-California, voting as a separate class, (iii) a majority of the outstanding shares of Series B Preferred Stock of Aradiant-California, voting as a separate class, and (iv) a majority of the outstanding shares of Series C Preferred Stock of Aradiant-California, voting as a separate class, by written consent of the shareholders in accordance with Sections 603(a) and 1110 of the California Corporations Code, and has, to the extent required by California law, been adopted, approved, certified, executed and acknowledged by Aradiant-California in accordance with the laws of California; and that the Merger has also been approved by the Board of Aradiant-Delaware as required by Section 1110(c) of the California Corporations Code.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, said Aradiant-California has caused this certificate to be signed by Linda G. Hobbs, its President, Chief Executive Officer and Secretary, this 25th day of August, 2005.

ARADIANT CORPORATION,
a California corporation

By: _____

Linda G. Hobbs

President, Chief Executive Officer and Secretary

[SIGNATURE PAGE TO CERTIFICATE OF OWNERSHIP AND MERGER]