

Examined
JFM
OHG
Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

061

ARTICLES OF ~~*CONSOLIDATION~~ / *MERGER (General Laws, Chapter 156B, Section 79)

~~*Consolidation~~ / *merger of

Visible Systems Corporation

and

Evergreen Software Tools, Inc. *Not Reg.*

the constituent corporations, into

Visible Systems Corporation

~~*a new corporation~~ / *one of the constituent corporations organized under the laws of: Massachusetts

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~*consolidation~~ / *merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 79, and will be kept as provided by Subsection (c) thereof. The ~~*resulting~~ / *surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~*consolidation~~ / *merger determined pursuant to the agreement of ~~*consolidation~~ / *merger shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing:

3. (For a merger)

*The following amendments to the Articles of Organization of the *surviving* corporation have been effected pursuant to the agreement of merger:

None.

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

N/A

C
P
M
R.A.

4

*Delete the inapplicable words.
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

@ 4/27/81

(For a consolidation)

(a) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue: N/A

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

****c)** If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

N/A

****d)** The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

N/A

****e)** Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

N/A

Item 4 below may be deleted if the ~~resulting~~/surviving corporation is organized under the laws of a state other than Massachusetts.

4. The information contained in Item 4 is not a *permanent* part of the Articles of Organization of the ~~resulting~~/surviving corporation.

(a) The street address (*post office boxes are not acceptable*) of the ~~resulting~~/surviving corporation in Massachusetts is:

300 Bear Hill Road, Waltham, Massachusetts 02154

****If there are no provisions state "None".**

(b) The name, residential address and post office address of each director and officer of the ~~resulting~~ / ~~surviving~~ corporation is:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Glen Hughlette	511 Prince Street, Alexandria, Virginia	22314
Treasurer:	Glen Hughlette	511 Prince Street, Alexandria, Virginia	22314
Clerk:	Richard P. Constantin	70 Oak Hill Drive, Arlington, Massachusetts	02174
Directors:	George G. Cagliuso	163 Spring Street, Lexington, Massachusetts	02173
	Stanley J. Goslovich	73 N. Branch Road, Concord, Massachusetts	01742
	Glen Hughlette	511 Prince Street, Alexandria, Virginia	22314
	Peter T. Pochna	115 E. 90th Street, 7E, New York, New York	10128
	Dean F. Mohlstrom	11819 Meadow Spring Lane, Dallas, Texas	75218
	Robert W. Pritt	3215 165th Place, N.E., Bellevue, Washington	98008

(c) The fiscal year end (i.e. tax year) of the ~~resulting~~ / ~~surviving~~ corporation shall end on the last day of the month of: December

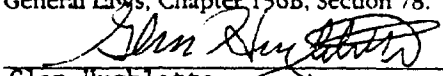
(d) The name and business address of the resident agent, if any, of the ~~resulting~~ / ~~surviving~~ corporation is:

Item 5 below may be deleted if the resulting/surviving corporation is organized under the laws of Massachusetts.

5. The ~~resulting~~ / ~~surviving~~ corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any constituent Massachusetts corporation, any prior obligation of any constituent foreign corporation qualified under General Laws, Chapter 181, and any obligations hereafter incurred by the ~~resulting~~ / ~~surviving~~ corporation, including the obligation created by General Laws, Chapter 156B, Section 85, so long as any liability remains outstanding against the corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligation, including taxes, in the same manner as provided in Chapter 181.

FOR MASSACHUSETTS CORPORATIONS

The undersigned ~~President~~ / ~~Vice President~~ and ~~Clerk~~ / ~~Assistant Clerk~~ of Visible Systems Corporation a corporation organized under the laws of Massachusetts, further state under the penalties of perjury that: the agreement of ~~consolidation~~ / ~~merger~~ has been duly executed on behalf of such corporation and duly approved in the manner required by General Laws, Chapter 156B, Section 78.


Glen Hughlette, ~~President~~ / ~~Vice President~~


Richard P. Constantin, ~~Clerk~~ / ~~Assistant Clerk~~

FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS

The undersigned, † Robert W. Pritt and †† _____ of Evergreen Software Tools, Inc., a corporation organized under the laws of Washington, further state under the penalties of perjury that the agreement of ~~consolidation~~ /

~~merger~~ has been duly adopted by such corporation in the manner required by the laws of Washington.

*Delete the inapplicable words.

†Specify the officer having powers and duties corresponding to those of the president or vice president of a Massachusetts corporation organized under General Laws, Chapter 156B.

††Specify the officer having powers and duties corresponding to the clerk or assistant clerk of such a Massachusetts corporation


President and Secretary

†† _____

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *CONSOLIDATION* *MERGER

(General Laws, Chapter 156B, Section 79)

SECRETARY OF THE COMMONWEALTH
97 MAY 14 PM 3:58
COMMERCIAL DIVISION

I hereby approve the within Articles of *Consolidation* / *Merger* and, the filing fee in the amount of \$ 250, having been paid, said articles are deemed to have been filed with me this 14th day of MAY, 19 97.

Effective date _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 9/5/91 CLERK *Jr*

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

O'Connor, Broude & Aronson
950 Winter Street, Suite 2300
Waltham, Massachusetts 02154
Telephone: (617) 890-6600