



03-07-2000

D

02/03/00



02-03-2000

U.S. Patent & TMOs/TM Mail Rcpt Dt. #61

101283005

TRADEMARKS ONLY

Honorable Commissioner of Patents and Trademarks:

Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest
Andover Advanced Technologies, Inc.

Entity:

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State Massachusetts
- Other _____

Additional name(s) of conveying party(ies) attached:
 yes no

2. Name and Address of Party(ies) receiving an interest:

Name: Andover Net, Inc.
Internal Address: _____
Street Address: 50 Nagog Office Park
City: Acton
State/Zip: MA, 01720

Entity:

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State Delaware
- Other _____

Citizenship _____

3. Description of the interest conveyed:

- Assignment Change of Name Other _____
- Security Agreement Merger _____

Date of execution of attached document September 10, 1999

If not domiciled in the United States, a domestic representative designation is attached:

- yes no

(The attached document must not be an assignment)
Additional name(s) and addresses attached: yes no

4. Application number(s) or registration number(s) Additional sheet attached? yes no

A. Trademark Application No. (s)

75/599,090 and 75/677,127

B. Trademark Registration No. (s)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Gailyc Sonia Callanan
Address: Hutchins, Wheeler & Dittmar
101 Federal Street
City: Boston
State/Zip: MA, 02110

6. Number of applications and registrations involved: 2

7. The \$65.00 filing fee is enclosed.

8. Please charge the \$ _____ filing fee to Deposit Account No. _____ (duplicate copy of this page attached)

9. Please charge any deficiencies in fees or credit any overpayment to Deposit Account No. 50-1137

03/07/2000 BCDATES 00000259 75599090

DO NOT USE THIS SPACE

FC:481
FC:482

(40.00 OP)
(25.00 OP)

10. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Gailyc Sonia Callanan
Name of Person Signing

[Signature]
Signature

31 January 2000
Date

Total number of pages comprising coversheet: 1

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"ANDOVER ADVANCED TECHNOLOGIES, INC.", A MASSACHUSETTS CORPORATION,

WITH AND INTO "ANDOVER.NET, INC." UNDER THE NAME OF "ANDOVER.NET, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF SEPTEMBER, A.D. 1999, AT 12 O'CLOCK P.M.

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



3071554 8100M

991378903

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

9964765

DATE:

09-10-99

TRADEMARK
REEL: 002030 FRAME: 0472

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**ANDOVER ADVANCED TECHNOLOGIES, INC.,
A MASSACHUSETTS CORPORATION**

INTO

ANDOVER.NET, INC., A DELAWARE CORPORATION

*** * * * ***

Andover Advanced Technologies, Inc., a corporation organized and existing under the laws of the Commonwealth of Massachusetts (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on 4th day of May, 1992, pursuant to the General Business Law of the Commonwealth of Massachusetts the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said commonwealth.

SECOND: That this Corporation owns all of the outstanding shares of common stock of Andover.Net, Inc., a corporation incorporated on the 19th day of July, 1999, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the directors of Andover Advanced Technologies, Inc., by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members, filed with the minutes of the Board dated the 27th day of August, 1999, determined to merge itself into said Andover.Net, Inc.:

RESOLVED: That, subject to the approval of the stockholders, Andover Advanced Technologies, Inc., merge, and it hereby does merge itself into said Andover.Net, Inc. which assumes all of the obligations of Andover Advanced Technologies, Inc.

FURTHER

RESOLVED: That the merger shall be effective upon filing with the Secretary of State of Delaware.

FURTHER

RESOLVED: That the terms and conditions are as follows:

- (a) Each one (1) share of Common Stock of the Corporation which shall be outstanding on the effective date of the merger, and all rights in respect thereof shall, without any further action on the part of anyone, be changed and

converted into four (4) shares of Common Stock of Andover.Net, Inc. on and as of the effective date of the merger.

(b) Each one (1) share of the Series C Preferred Stock of the Corporation which shall be outstanding on the effective date of the merger, and all preferences, rights and limitations in respect thereof shall, without any further action on the part of anyone, be changed and converted into one (1) share of Series A Preferred Stock of Andover.Net, Inc. on and as of the effective date of the merger.

FURTHER

RESOLVED: That the President of this Corporation be and he is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge itself into said Andover.Net, Inc., and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect said merger.

FOURTH: That the merger has been approved by written consent of the holders of all of the outstanding capital stock of Andover Advanced Technologies, Inc. entitled to vote thereon.

FIFTH: That the proposed merger had been adopted, approved, certified, executed and acknowledged by Andover Advanced Technologies, Inc. in accordance with the laws of the Commonwealth of Massachusetts, under which the Corporation was organized.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, Andover Advanced Technologies, Inc. has caused this Certificate to be executed by Bruce A. Twinkler, its President this 10th of September, 1999.

ANDOVER ADVANCED TECHNOLOGIES, INC.

By: 
Name: Bruce A. Twinkler
Title: President

HWD2: 561387-1

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"ANDOVER ADVANCED TECHNOLOGIES, INC.", A MASSACHUSETTS CORPORATION,

WITH AND INTO "ANDOVER.NET, INC." UNDER THE NAME OF "ANDOVER.NET, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF SEPTEMBER, A.D. 1999, AT 12 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3071554 8100M

991378903

AUTHENTICATION: 9964765

DATE: 09-10-99

TRADEMARK
REEL: 002030 FRAME: 0476

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**ANDOVER ADVANCED TECHNOLOGIES, INC.,
A MASSACHUSETTS CORPORATION**

INTO

ANDOVER.NET, INC., A DELAWARE CORPORATION

Andover Advanced Technologies, Inc., a corporation organized and existing under the laws of the Commonwealth of Massachusetts (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on 4th day of May, 1992, pursuant to the General Business Law of the Commonwealth of Massachusetts the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said commonwealth.

SECOND: That this Corporation owns all of the outstanding shares of common stock of Andover.Net, Inc., a corporation incorporated on the 19th day of July, 1999, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the directors of Andover Advanced Technologies, Inc., by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members, filed with the minutes of the Board dated the 27th day of August, 1999, determined to merge itself into said Andover.Net, Inc.:

RESOLVED: That, subject to the approval of the stockholders, Andover Advanced Technologies, Inc., merge, and it hereby does merge itself into said Andover.Net, Inc. which assumes all of the obligations of Andover Advanced Technologies, Inc.

FURTHER

RESOLVED: That the merger shall be effective upon filing with the Secretary of State of Delaware.

FURTHER

RESOLVED: That the terms and conditions are as follows:

(a) Each one (1) share of Common Stock of the Corporation which shall be outstanding on the effective date of the merger, and all rights in respect thereof shall, without any further action on the part of anyone, be changed and

converted into four (4) shares of Common Stock of Andover.Net, Inc. on and as of the effective date of the merger.

(b) Each one (1) share of the Series C Preferred Stock of the Corporation which shall be outstanding on the effective date of the merger, and all preferences, rights and limitations in respect thereof shall, without any further action on the part of anyone, be changed and converted into one (1) share of Series A Preferred Stock of Andover.Net, Inc. on and as of the effective date of the merger.

FURTHER

RESOLVED: That the President of this Corporation be and he is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge itself into said Andover.Net, Inc., and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect said merger.

FOURTH: That the merger has been approved by written consent of the holders of all of the outstanding capital stock of Andover Advanced Technologies, Inc. entitled to vote thereon.

FIFTH: That the proposed merger had been adopted, approved, certified, executed and acknowledged by Andover Advanced Technologies, Inc. in accordance with the laws of the Commonwealth of Massachusetts, under which the Corporation was organized.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, Andover Advanced Technologies, Inc. has caused this Certificate to be executed by Bruce A. Twinkler, its President this 10th of September, 1999.

ANDOVER ADVANCED TECHNOLOGIES, INC.

By: 
Name: Bruce A. Twinkler
Title: President

HYD2- 561387-1

COPY

FEDERAL IDENTIFICATION NO. 04-3153168

FEDERAL IDENTIFICATION NO. 04-3480074

The Commonwealth of Massachusetts

Examiner

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

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

99 SEP 16 PM 2:59
SECRETARY OF THE COMMONWEALTH

*Consolidation / *merger of

Andover Advanced Technologies, Inc. a

Massachusetts corporation

and

Andover.Net, Inc., a Delaware

corporation

the constituent corporations,
into

Andover.Net, Inc.

*a new corporation / *one of the constituent corporations organized under the laws of: Delaware.

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

- C
- P
- M
- R.A.

~~(For a consolidation)~~

* 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.

TRADEMARK
REEL: 002030 FRAME: 0480

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

(For a consolidation)

(b) 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.

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.

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

** (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:

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 of the *resulting / *surviving corporation in *Massachusetts* is: *(post office boxes are not acceptable)*

** 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:			
Assurer:			
Clerk:			
Directors:			

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


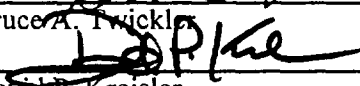
(d) The name and business address of the resident agent, if any, of the *resulting / *surviving corporation is:

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 Andover Advanced Technologies, Inc., 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 156 B, Section 78.


_____, President / *Vice President
Bruce A. Twickler

_____, *Clerk / *Assistant Clerk
David P. Kreisler

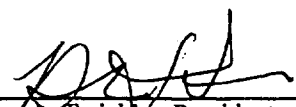
FOR CORPORATIONS ORGANIZED IN A STATE OTHER THAN MASSACHUSETTS


The undersigned, _____ and _____, President Assistant Secretary

of Andover.Net., Inc., a corporation organized under the laws of _____, 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 Delaware.

*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.



Bruce A. Twickler, President


David P. Kreisler, Assistant Secretary

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF *~~CONSOLIDATION~~ / *MERGER

(General Laws, Chapter 156B, Section 79)

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

Effective date: _____

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Patricia C. Robichaud, Corporate Paralegal

Hutchins, Wheeler & Dittmar

101 Federal Street, Boston, MA 02110

Telephone: _____ (617) 951-6600 _____

HWD2: 561187-1

TRADEMARK
REEL: 002030 FRAME: 0483

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ANDOVER ADVANCED TECHNOLOGIES, INC.,
A MASSACHUSETTS CORPORATION

INTO

ANDOVER.NET, INC., A DELAWARE CORPORATION

* * * * *

Andover Advanced Technologies, Inc., a corporation organized and existing under the laws of the Commonwealth of Massachusetts (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on 4th day of May, 1992, pursuant to the General Business Law of the Commonwealth of Massachusetts the provisions of which permit the merger of a corporation of another state and a corporation organized and existing under the laws of said commonwealth.

SECOND: That this Corporation owns all of the outstanding shares of common stock of Andover.Net, Inc., a corporation incorporated on the 19th day of July, 1999, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the directors of Andover Advanced Technologies, Inc., by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members, filed with the minutes of the Board dated the 27th day of August, 1999, determined to merge itself into said Andover.Net, Inc.:

RESOLVED: That, subject to the approval of the stockholders, Andover Advanced Technologies, Inc., merge, and it hereby does merge itself into said Andover.Net, Inc. which assumes all of the obligations of Andover Advanced Technologies, Inc.

FURTHER

RESOLVED: That the merger shall be effective upon filing with the Secretary of State of Delaware.

FURTHER

RESOLVED: That the terms and conditions are as follows:

(a) Each one (1) share of Common Stock of the Corporation which shall be outstanding on the effective date of the merger, and all rights in respect thereof shall, without any further action on the part of anyone, be changed and

converted into four (4) shares of Common Stock of Andover.Net, Inc. on and as of the effective date of the merger.

(b) Each one (1) share of the Series C Preferred Stock of the Corporation which shall be outstanding on the effective date of the merger, and all preferences, rights and limitations in respect thereof shall, without any further action on the part of anyone, be changed and converted into one (1) share of Series A Preferred Stock of Andover.Net, Inc. on and as of the effective date of the merger.

FURTHER

RESOLVED: That the President of this Corporation be and he is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge itself into said Andover.Net, Inc., and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anyway necessary or proper to effect said merger.

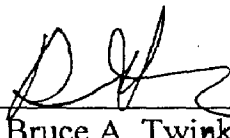
FOURTH: That the merger has been approved by written consent of the holders of all of the outstanding capital stock of Andover Advanced Technologies, Inc. entitled to vote thereon.

FIFTH: That the proposed merger had been adopted, approved, certified, executed and acknowledged by Andover Advanced Technologies, Inc. in accordance with the laws of the Commonwealth of Massachusetts, under which the Corporation was organized.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, Andover Advanced Technologies, Inc. has caused this Certificate to be executed by Bruce A. Twinkler, its President this 10th of September, 1999.

ANDOVER ADVANCED TECHNOLOGIES, INC.

By: 
Name: Bruce A. Twinkler
Title: President

HWD2: 561387-1

ANDOVER.NET, INC.
(a Delaware corporation)

Written Consent of Sole Director

August 20, 1999

Pursuant to Section 141(f) of the Delaware General Corporation Law and the By-Laws of this Corporation, the undersigned, being the sole Director of ANDOVER.NET, INC., a Delaware corporation (Andover-DE), does hereby consent to the adoption of the following resolutions without the necessity of a meeting:

RESOLVED: That the certain Agreement and Plan of Merger (the "Merger Agreement"), by and between Andover-DE and Andover Advanced Technologies, Inc., a Massachusetts corporation ("Andover-MA"), substantially in the form attached hereto as Exhibit A, pursuant to which Andover-DE and Andover-MA will be merged into a single corporation with Andover-DE being the surviving corporation (the "Merger"), be, and it hereby is, approved and adopted, and such Merger Agreement is hereby recommended to Andover-DE's stockholders for adoption; and that, subject to the approval of the stockholders of Andover-DE, the President of Andover-DE be, and he hereby is, authorized, empowered and directed, acting singly and in the name and on behalf of Andover-DE, to execute and deliver said Merger Agreement, with such changes and modifications as he shall deem necessary or advisable, and any and all documents and instruments related thereto, and to perform any and all acts, which he may deem necessary or appropriate to effect the transactions contemplated by the Merger Agreement, the due execution and delivery of any such documents and instruments and the performance of any such acts to be conclusive evidence of his authority granted hereunder.

FURTHER RESOLVED: That, pursuant to the Merger Agreement and related transactions approved in the foregoing resolution, this Corporation issue shares of Andover-DE's Common Stock, \$.01 par value per share, and Andover-DE's Series A Preferred Stock, \$.01 par value per share, to each of the shareholders of Andover-MA in the amounts provided in such Merger Agreement upon conversion of the shares of Andover-MA held by such shareholders to shares of Andover-DE's Common Stock and Preferred Stock, and that the appropriate officers of Andover-DE be and they hereby are authorized in the name and on behalf of Andover-

DE to cause the issuance of stock certificates evidencing such issued shares.

**FURTHER
RESOLVED:**

That any and all acts, transactions, agreements or certificates previously signed on behalf of the officers of Andover-DE in furtherance of the foregoing be, and they hereby are, in all respects approved and ratified as the true acts and deeds of Andover-DE with the same force and effect as if such act, transaction, agreement or certificate had been specifically authorized in advance by resolution by the Directors, and that the proper officer of Andover-DE did execute the same.

**FURTHER
RESOLVED:**

That the appropriate officers of Andover-DE, or any one of them, be, and they hereby are, authorized, empowered and directed to execute and deliver such other instruments and documents, and to take such other and further action, as they or any one of them shall deem necessary, appropriate or desirable to carry out the purpose and intent of the foregoing resolutions and to effect the transactions contemplated thereby.

[Remainder of this page intentionally left blank]

The Secretary is hereby directed to file this original document of Consent with the records of Andover-DE.

Effective as of August 20, 1999



Bruce A. Twickler

HWD2: 560455-1

AGREEMENT AND PLAN OF MERGER

AND PLAN OF MERGER, dated as of the ___ day of August, 1999
ADVANCED TECHNOLOGIES, INC. a corporation organized under
Commonwealth of Massachusetts ("Andover-MA"), and ANDOVER.NET,
a subsidiary of Andover-MA organized under the laws of the State of
Delaware ("Andover-DE"). The two corporations are hereinafter sometimes called the
"Parties." Andover-MA is hereinafter also sometimes referred to as the
"Company," and Andover-DE is hereinafter also sometimes referred to as the
"Company."

WITNESSETH:

That the Constituent Corporations deem it advisable and generally to the
best interests of the Constituent Corporations that Andover-MA be merged with and into Andover-
NET, and conditions hereinafter set forth, such merger to be effected pursuant to
the laws of the Commonwealth of Massachusetts and the State of Delaware in a transaction
constituting a reorganization within the meaning of Section 368(a)(1)(F) of the Internal
Revenue Code of 1986, as amended; and

That Andover-MA by its Articles of Incorporation has an authorized capital
of (a) 546,750 shares of Common Stock, no par value per share, of which
546,750 such Common Stock are now issued and outstanding, and which shares of
outstanding Common Stock shall be converted into shares of Common Stock of the
Surviving Corporation on the effective date of the merger, and (b) 409,000 shares of Series C
Preferred Stock, \$0.01 par value per share, of which 322,480 shares are now issued and
outstanding, and which shares of issued and outstanding Preferred Stock shall be converted
into Series A Preferred Stock of the Surviving Corporation on the effective date of

That Andover-DE by its Restated Certificate of Incorporation (the "Charter")
has an authorized capital stock consisting of (a) 3,000,000 shares of Common Stock, par value
of which 100 shares are outstanding, and which shares of issued and
outstanding Common Stock shall be canceled on the effective date, and (b) 1,000,000 shares of
Series A Preferred Stock, par value \$0.01 per share of which 900,000 have been designated Series A
Preferred Stock, of which no shares are outstanding; and

That the registered office of Andover-MA in the Commonwealth of
Massachusetts is located at 50 Nagog Park, Acton, MA 01720; and the registered office of
Andover-DE in the State of Delaware is located at 1209 Orange Street, Wilmington, Delaware

NOW, THEREFORE, the Constituent Corporations, parties to this Agreement and Plan of Merger, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby, pursuant to Section 79 of Chapter 156B of the Business Corporation Law of the Commonwealth of Massachusetts ("MBCL") and Section 253 of the Delaware General Corporation Law ("DGCL"), prescribe the terms and conditions of such merger and mode of carrying the same into effect as follows:

FIRST: Andover-DE hereby merges with Andover-MA, and Andover-MA shall be and hereby is merged with and into Andover-DE, which shall be the Surviving Corporation. The separate existence of Andover-MA shall cease at the effective date of the merger in accordance with applicable law.

SECOND: The Charter of Andover-DE, as in effect on the date of the merger provided for in this Agreement and Plan of Merger, shall continue in full force and effect as the certificate of incorporation of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein or in accordance with applicable law.

THIRD: The manner of converting the outstanding shares of the capital stock of the Merged Corporation into the shares of the Surviving Corporation shall be as follows:

(a) Each one (1) share of Common Stock of the Merged Corporation which shall be outstanding on the effective date of the merger, and all rights in respect thereof shall, without any further action on the part of anyone, be changed and converted into four (4) shares of Common Stock of the Surviving Corporation on and as of the effective date of the merger.

(b) Each one (1) share of the Series C Preferred Stock of the Merged Corporation which shall be outstanding on the effective date of the merger, and all preferences, rights and limitations in respect thereof, including accrued dividends, shall, without any further action on the part of anyone, be changed and converted into one (1) share of Series A Preferred Stock of the Surviving Corporation on and as of the effective date of the merger and any accrued dividends shall be deemed transferred and shall be deemed to have accrued and continue to accrue to the Series A Preferred Stock.

(c) As of the effective date of the merger, by virtue of the merger and without any action on the part of the holders thereof, each holder of an option, warrant or other convertible security to purchase shares of Common Stock of the Merged Corporation granted pursuant to the Merged Corporation's Employee Stock Option Plan, the Merged Corporation's 1999 Stock Option Plan or otherwise which is outstanding immediately prior to the effective date of the merger (a "Derivative Security") shall be entitled upon exercise, in accordance with the terms of the Derivative Securities, to purchase after the effective date of the merger four (4) shares of Common Stock of the Surviving Corporation for each one (1) share of Common Stock of the Merged Corporation that such holder is entitled to purchase as provided in the Derivative Security, at a price that is equal to the price per share provided in

the Derivative Security. Each such Derivative Security shall otherwise remain subject to the same terms and conditions after the effective date of the merger as were applicable to such Derivative Security immediately prior to the effective date of the merger.

(d) After the effective date of the merger, each holder of a certificate or certificates which theretofore represented shares of Common Stock or Preferred Stock of the Merged Corporation shall cease to have any rights as a stockholder of the Merged Corporation except as such are expressly reserved to such stockholder by statute. After the effective date of the merger, all of the outstanding certificates of the Merged Corporation which prior to that time represented shares of Common Stock or Preferred Stock shall be deemed for all purposes to evidence ownership of and to represent the shares of the Surviving Corporation into which the shares of the Merged Corporation represented by such certificates have been converted as herein provided. For purposes of this Agreement and Plan of Merger, any shares of Common Stock or Preferred Stock which the Merged Corporation authorized to be issued without a certificate, as provided in Section 27 of the MBCL shall be treated in accordance with subsections (a), (b) and this subsection (d).

(e) No certificates or script representing fractional shares of the Surviving Corporation Common Stock or Preferred Stock shall be issued upon surrender for exchange of certificates representing shares of the Merged Corporation. In lieu of such fractional shares, each fractional share shall be rounded up to the nearest whole number.

FOURTH: Each share of Common Stock of Andover-DE which shall be outstanding on the effective date of the merger shall, without any further action on the part of anyone, be canceled on and as of the effective date of the merger.

FIFTH: The terms and conditions of the merger are as follows:

(a) The By-laws of the Surviving Corporation as they shall exist on the effective date of the merger shall be and remain the By-laws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided or in accordance with law.

(b) The directors of the Surviving Corporation shall be as set forth below, each to continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified:

Bruce Twickler
Louis Page
John Trombly
Walter M. Bird, III
William Peabody
James D. Logan

Robert Malda
Thomas Shepherd

(c) The officers of the Surviving Corporation shall be the officers of Andover-MA, each to continue in office until the next annual meeting of directors and until their successors shall have been elected and qualified.

(d) At and after the effective date of the merger, the Surviving Corporation shall succeed to and possess, without further act or deed, all the rights, privileges, obligations, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of the Constituent Corporations; all debts due to either of the Constituent Corporations on whatever account, as well as for stock subscriptions, shall be vested in the Surviving Corporation; all claims, demands, property, rights, contracts, commitments, privileges, powers and franchises and every other interest of either of the Constituent Corporations shall be as effectively the property of the Surviving Corporation as they were of the respective Constituent Corporations; the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and directors of each of the Constituent Corporations against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

(e) As and when requested by the Surviving Corporation or by its successors or assigns, the Merged Corporation will execute and deliver or cause to be executed and delivered all such deeds and instruments and will take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of either of the Constituent Corporations acquired by the Surviving Corporation by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the officers and directors of the Merged Corporation and the officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

(f) This Agreement and Plan of Merger shall be submitted to the stockholders of each of the Constituent Corporations as and to the extent provided by law. The merger shall take effect when any and all documents or instruments necessary to perfect the merger, pursuant to the requirements of the MBCL and the DGCL, are accepted for filing by the appropriate office of the Commonwealth of Massachusetts and the State of Delaware, respectively.

(g) This Agreement and Plan of Merger may be terminated or abandoned by (i) either Constituent Corporation, acting by its Board of Directors, at any time prior to its adoption by the stockholders of both of the Constituent Corporations as and to the extent provided by law, or (ii) the mutual consent of the Constituent Corporations, each acting by its Board of Directors, at any time after such adoption by such stockholders and prior to the effective date of the merger. In the event of such termination or abandonment, this Agreement and Plan of Merger shall become wholly void and of no effect and there shall be no further liability or obligation hereunder on the part of either of the Constituent Corporations or of its Board of Directors or stockholders.

(h) From the effective date of the merger, the officers and directors of the Surviving Corporation are hereby authorized in the name of the corporations that were the Constituent Corporations to execute, acknowledge and deliver all instruments and do all things as may be necessary or desirable to vest in the Surviving Corporation any property or rights of either of the Constituent Corporations or to carry out the purposes of this Agreement and Plan of Merger.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Agreement and Plan of Merger to be executed by the President and attested by the Secretary of each party hereto.

ANDOVER ADVANCED TECHNOLOGIES, INC.

By: _____
Bruce A. Twickler, President

ATTEST:

By: _____
David P. Kreisler, Clerk

ANDOVER.NET, INC.

By: _____
Bruce A. Twickler, President

ATTEST:

By: _____
David P. Kreisler, Assistant Secretary

HWD2: 560451-1

The undersigned, being the duly elected and acting Clerk of Andover Advanced Technologies, Inc., a Massachusetts corporation, hereby certifies that the Agreement and Plan of Merger was duly adopted by the stockholders of Andover Advanced Technologies, Inc., a Massachusetts corporation, by written consent dated August __, 1999.

David P. Kreisler, Clerk

The undersigned, being the duly elected and acting Secretary of Andover.Net, Inc., hereby certifies that the Agreement and Plan of Merger was duly adopted by the stockholders of Andover.Net, Inc., a Delaware corporation, by written consent dated August __ 1999.

David P. Kreisler, Secretary

HWD2: 560451-2

ANDOVER.NET, INC.
(a Delaware corporation)

Written Consent of Sole Stockholder

August 20, 1999

Pursuant to Section 228 of the Delaware General Corporation Law and the By-Laws of this Corporation, the undersigned, being the sole stockholder of ANDOVER.NET, INC., a Delaware corporation (Andover-DE), does hereby consent to the adoption of the following resolutions without the necessity of a meeting:

RESOLVED: That the certain Agreement and Plan of Merger (the "Merger Agreement"), by and between Andover-DE and Andover Advanced Technologies, Inc., a Massachusetts corporation ("Andover-MA"), substantially in the form attached hereto as Exhibit A, pursuant to which Andover-DE and Andover-MA will be merged into a single corporation with Andover-DE being the surviving corporation (the "Merger"), be, and it hereby is, approved and adopted, and that the President of Andover-DE be, and he hereby is, authorized, empowered and directed, acting singly and in the name and on behalf of Andover-DE, to execute and deliver said Merger Agreement, with such changes and modifications as he shall deem necessary or advisable, and any and all documents and instruments related thereto, and to perform any and all acts, which he may deem necessary or appropriate to effect the transactions contemplated by the Merger Agreement, the due execution and delivery of any such documents and instruments and the performance of any such acts to be conclusive evidence of his authority granted hereunder.

FURTHER
RESOLVED: That, pursuant to the Merger Agreement and related transactions approved in the foregoing resolution, this Corporation issue shares of Andover-DE's Common Stock, \$.01 par value per share, and Andover-DE's Series A Preferred Stock, \$.01 par value per share, to each of the shareholders of Andover-MA in the amounts provided in such Merger Agreement upon conversion of the shares of Andover-MA held by such shareholders to shares of Andover-DE's Common Stock and Preferred Stock, and that the appropriate officers of Andover-DE be and they hereby are authorized in the name and on behalf of Andover-DE to cause the issuance of stock certificates evidencing such issued shares.

**FURTHER
RESOLVED:**

That any and all acts, transactions, agreements or certificates previously signed on behalf of the officers of Andover-DE in furtherance of the foregoing be, and they hereby are, in all respects approved and ratified as the true acts and deeds of Andover-DE with the same force and effect as if such act, transaction, agreement or certificate had been specifically authorized in advance by resolution by the Directors, and that the proper officer of Andover-DE did execute the same.

**FURTHER
RESOLVED:**

That the appropriate officers of Andover-DE, or any one of them, be, and they hereby are, authorized, empowered and directed to execute and deliver such other instruments and documents, and to take such other and further action, as they or any one of them shall deem necessary, appropriate or desirable to carry out the purpose and intent of the foregoing resolutions and to effect the transactions contemplated thereby.

[Remainder of this page intentionally left blank]

The Secretary is hereby directed to file this original document of Consent with the records of Andover-DE.

Effective as of August 20, 1999

ANDOVER ADVANCED
TECHNOLOGIES, INC.

By: 

Name: Bruce A. Twickler

Title: President and Chief Executive Officer

HWD2: 560455-1

Exhibit A

See attached.

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of the ___ day of August, 1999 between ANDOVER ADVANCED TECHNOLOGIES, INC. a corporation organized under the laws of the Commonwealth of Massachusetts ("Andover-MA"), and ANDOVER.NET, INC., a wholly-owned subsidiary of Andover-MA organized under the laws of the State of Delaware ("Andover-DE"). The two corporations are hereinafter sometimes called the "Constituent Corporations." Andover-MA is hereinafter also sometimes referred to as the "Merged Corporation," and Andover-DE is hereinafter also sometimes referred to as the "Surviving Corporation."

WITNESSETH:

WHEREAS, the Constituent Corporations deem it advisable and generally to the welfare of the Constituent Corporations that Andover-MA be merged with and into Andover-DE under the terms and conditions hereinafter set forth, such merger to be effected pursuant to the statutes of the Commonwealth of Massachusetts and the State of Delaware in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, Andover-MA by its Articles of Incorporation has an authorized capital stock consisting of (a) 546,750 shares of Common Stock, no par value per share, of which 395,703 shares of such Common Stock are now issued and outstanding, and which shares of issued and outstanding Common Stock shall be converted into shares of Common Stock of the Surviving Corporation on the effective date of the merger, and (b) 409,000 shares of Series C Preferred Stock, \$.01 par value per share, of which 322,480 shares are now issued and outstanding, and which shares of issued and outstanding Preferred Stock shall be converted into shares of Series A Preferred Stock of the Surviving Corporation on the effective date of the merger; and

WHEREAS, Andover-DE by its Restated Certificate of Incorporation (the "Charter") has an authorized capital stock consisting of (a) 3,000,000 shares of Common Stock, par value \$.01 per share, of which 100 shares are outstanding, and which shares of issued and outstanding Common Stock shall be canceled on the effective date, and (b) 1,000,000 shares of Preferred Stock, par value \$.01 per share of which 900,000 have been designated Series A Preferred Stock, of which no shares are outstanding; and

WHEREAS, the registered office of Andover-MA in the Commonwealth of Massachusetts is located at 50 Nagog Park, Acton, MA 01720; and the registered office of Andover-DE in the State of Delaware is located at 1209 Orange Street, Wilmington, Delaware 19801.

NOW, THEREFORE, the Constituent Corporations, parties to this Agreement and Plan of Merger, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby, pursuant to Section 79 of Chapter 156B of the Business Corporation Law of the Commonwealth of Massachusetts ("MBCL") and Section 253 of the Delaware General Corporation Law ("DGCL"), prescribe the terms and conditions of such merger and mode of carrying the same into effect as follows:

FIRST: Andover-DE hereby merges with Andover-MA, and Andover-MA shall be and hereby is merged with and into Andover-DE, which shall be the Surviving Corporation. The separate existence of Andover-MA shall cease at the effective date of the merger in accordance with applicable law.

SECOND: The Charter of Andover-DE, as in effect on the date of the merger provided for in this Agreement and Plan of Merger, shall continue in full force and effect as the certificate of incorporation of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein or in accordance with applicable law.

THIRD: The manner of converting the outstanding shares of the capital stock of the Merged Corporation into the shares of the Surviving Corporation shall be as follows:

(a) Each one (1) share of Common Stock of the Merged Corporation which shall be outstanding on the effective date of the merger, and all rights in respect thereof shall, without any further action on the part of anyone, be changed and converted into four (4) shares of Common Stock of the Surviving Corporation on and as of the effective date of the merger.

(b) Each one (1) share of the Series C Preferred Stock of the Merged Corporation which shall be outstanding on the effective date of the merger, and all preferences, rights and limitations in respect thereof, including accrued dividends, shall, without any further action on the part of anyone, be changed and converted into one (1) share of Series A Preferred Stock of the Surviving Corporation on and as of the effective date of the merger and any accrued dividends shall be deemed transferred and shall be deemed to have accrued and continue to accrue to the Series A Preferred Stock.

(c) As of the effective date of the merger, by virtue of the merger and without any action on the part of the holders thereof, each holder of an option, warrant or other convertible security to purchase shares of Common Stock of the Merged Corporation granted pursuant to the Merged Corporation's Employee Stock Option Plan, the Merged Corporation's 1999 Stock Option Plan or otherwise which is outstanding immediately prior to the effective date of the merger (a "Derivative Security") shall be entitled upon exercise, in accordance with the terms of the Derivative Securities, to purchase after the effective date of the merger four (4) shares of Common Stock of the Surviving Corporation for each one (1) share of Common Stock of the Merged Corporation that such holder is entitled to purchase as provided in the Derivative Security, at a price that is equal to the price per share provided in

the Derivative Security. Each such Derivative Security shall otherwise remain subject to the same terms and conditions after the effective date of the merger as were applicable to such Derivative Security immediately prior to the effective date of the merger.

(d) After the effective date of the merger, each holder of a certificate or certificates which theretofore represented shares of Common Stock or Preferred Stock of the Merged Corporation shall cease to have any rights as a stockholder of the Merged Corporation except as such are expressly reserved to such stockholder by statute. After the effective date of the merger, all of the outstanding certificates of the Merged Corporation which prior to that time represented shares of Common Stock or Preferred Stock shall be deemed for all purposes to evidence ownership of and to represent the shares of the Surviving Corporation into which the shares of the Merged Corporation represented by such certificates have been converted as herein provided. For purposes of this Agreement and Plan of Merger, any shares of Common Stock or Preferred Stock which the Merged Corporation authorized to be issued without a certificate, as provided in Section 27 of the MBCL shall be treated in accordance with subsections (a), (b) and this subsection (d).

(e) No certificates or script representing fractional shares of the Surviving Corporation Common Stock or Preferred Stock shall be issued upon surrender for exchange of certificates representing shares of the Merged Corporation. In lieu of such fractional shares, each fractional share shall be rounded up to the nearest whole number.

FOURTH: Each share of Common Stock of Andover-DE which shall be outstanding on the effective date of the merger shall, without any further action on the part of anyone, be canceled on and as of the effective date of the merger.

FIFTH: The terms and conditions of the merger are as follows:

(a) The By-laws of the Surviving Corporation as they shall exist on the effective date of the merger shall be and remain the By-laws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided or in accordance with law.

(b) The directors of the Surviving Corporation shall be as set forth below, each to continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified:

Bruce Twickler
Louis Page
John Trombly
Walter M. Bird, III
William Peabody
James D. Logan

Robert Malda
Thomas Shepherd

(c) The officers of the Surviving Corporation shall be the officers of Andover-MA, each to continue in office until the next annual meeting of directors and until their successors shall have been elected and qualified.

(d) At and after the effective date of the merger, the Surviving Corporation shall succeed to and possess, without further act or deed, all the rights, privileges, obligations, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of the Constituent Corporations; all debts due to either of the Constituent Corporations on whatever account, as well as for stock subscriptions, shall be vested in the Surviving Corporation; all claims, demands, property, rights, contracts, commitments, privileges, powers and franchises and every other interest of either of the Constituent Corporations shall be as effectively the property of the Surviving Corporation as they were of the respective Constituent Corporations; the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and directors of each of the Constituent Corporations against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

(e) As and when requested by the Surviving Corporation or by its successors or assigns, the Merged Corporation will execute and deliver or cause to be executed and delivered all such deeds and instruments and will take or cause to be taken all such further action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of either of the Constituent Corporations acquired by the Surviving Corporation by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the officers and directors of the Merged Corporation and the officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

(f) This Agreement and Plan of Merger shall be submitted to the stockholders of each of the Constituent Corporations as and to the extent provided by law. The merger shall take effect when any and all documents or instruments necessary to perfect the merger, pursuant to the requirements of the MBCL and the DGCL, are accepted for filing by the appropriate office of the Commonwealth of Massachusetts and the State of Delaware, respectively.

(g) This Agreement and Plan of Merger may be terminated or abandoned by (i) either Constituent Corporation, acting by its Board of Directors, at any time prior to its adoption by the stockholders of both of the Constituent Corporations as and to the extent provided by law, or (ii) the mutual consent of the Constituent Corporations, each acting by its Board of Directors, at any time after such adoption by such stockholders and prior to the effective date of the merger. In the event of such termination or abandonment, this Agreement and Plan of Merger shall become wholly void and of no effect and there shall be no further liability or obligation hereunder on the part of either of the Constituent Corporations or of its Board of Directors or stockholders.

(h) From the effective date of the merger, the officers and directors of the Surviving Corporation are hereby authorized in the name of the corporations that were the Constituent Corporations to execute, acknowledge and deliver all instruments and do all things as may be necessary or desirable to vest in the Surviving Corporation any property or rights of either of the Constituent Corporations or to carry out the purposes of this Agreement and Plan of Merger.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused this Agreement and Plan of Merger to be executed by the President and attested by the Secretary of each party hereto.

ANDOVER ADVANCED TECHNOLOGIES, INC.

By: _____
Bruce A. Twickler, President

ATTEST:

By: _____
David P. Kreisler, Clerk

ANDOVER.NET, INC.

By: _____
Bruce A. Twickler, President

ATTEST:

By: _____
David P. Kreisler, Assistant Secretary

HWD2: 560451-1

The undersigned, being the duly elected and acting Clerk of Andover Advanced Technologies, Inc., a Massachusetts corporation, hereby certifies that the Agreement and Plan of Merger was duly adopted by the stockholders of Andover Advanced Technologies, Inc., a Massachusetts corporation, by written consent dated August __, 1999.

David P. Kreisler, Clerk

The undersigned, being the duly elected and acting Secretary of Andover.Net, Inc., hereby certifies that the Agreement and Plan of Merger was duly adopted by the stockholders of Andover.Net, Inc., a Delaware corporation, by written consent dated August __ 1999.

David P. Kreisler, Secretary

HWD2: 560451-2