

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 MERGER, WHICH MERGES:

"PLANETSOFT INC.", A MASSACHUSETTS CORPORATION, WITH AND INTO "PLANETSOFT INC." UNDER THE NAME OF "PLANETSOFT INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

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



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0524110
DATE: 06-27-00

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REEL: 002143 FRAME: 0233

CERTIFICATE OF MERGER

OF

PLANETSOFT INC.
(a Delaware Corporation)

AND

PLANETSOFT INC.
(a Massachusetts Corporation)

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) PlanetSoft Inc., ("PlanetSoft Delaware") which is incorporated under the laws of the State of Delaware; and

(ii) PlanetSoft Inc., ("PlanetSoft Massachusetts") which is incorporated under the laws of the Commonwealth of Massachusetts.

2. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, to wit, by PlanetSoft Delaware in the same manner as is provided in Section 251 of the General Corporation Law of the State of Delaware and by PlanetSoft Massachusetts in accordance with the laws of the State of the Commonwealth of Massachusetts.

3. The name of the surviving corporation in the merger herein certified is PlanetSoft Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the laws of the State of Delaware.

4. The certificate of incorporation of PlanetSoft, Inc., the Delaware corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the laws of the State of Delaware.

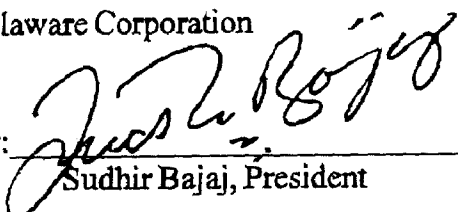
5. The executed Plan and Agreement of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows: 92 Montvale Avenue, Suite 3850, Stoneham, MA 02180.

6. A copy of the aforesaid Plan and Agreement of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

7. The total number of shares of stock which PlanetSoft Massachusetts has authority to issue is 10,000 shares, all of which are of one class and of a par value of \$.01 per share.

Dated: June 26, 2000

PlanetSoft Inc., a
Delaware Corporation

By: 
Sudhir Bajaj, President

Dated: June 26, 2000

PlanetSoft Inc., a
Massachusetts Corporation

By: 
Sudhir Bajaj, President

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