



UNITED STATES OF AMERICA

# The State of Washington



Secretary of State

COPY

## CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

INTELLISIST II, INC.

WA Profit Corporation  
UBI: 602-542-933  
Filing Date: October 5, 2005

Merging Entities:

602-212-643      INTELLISIST, LLC

Changing name to INTELLISIST, INC.



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

1. Pursuant to an Agreement and Plan of Merger dated October 3, 2005,

TRADEMARK

REEL: 003304 FRAME: 0860

FILED  
SECRETARY OF STATE  
OCT 05 2005  
STATE OF WASHINGTON

**ARTICLES OF MERGER BY AND BETWEEN  
INTELLISIST, LLC  
AND  
INTELLISIST II, INC.**

Pursuant to RCW 23B.11.090 of the Washington Business Corporation Act, INTELLISIST II, INC. hereby submits the following Articles of Merger.

1. Pursuant to an Agreement and Plan of Merger dated October 3, 2005, INTELLISIST, LLC, a Washington limited liability company (the "Target Entity"), was merged with and into INTELLISIST II, INC., a Washington corporation (the "Merger"). Each outstanding unit of membership interest (the only class of equity outstanding) of the Target Entity shall automatically convert to one share of common stock of the Surviving Entity.
2. The Merger is to become effective upon the filing of these Articles of Merger with the Secretary of State of Washington (the "Effective Time").
3. The effect of the Merger shall be as provided by RCW 2B.11.100. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time (i) the separate existence of the Target Entity shall cease; (ii) title to all real estate and other property owned by the Target Entity or the Surviving Entity shall be vested in the Surviving Entity without reversion or impairment; and (iii) the Surviving Entity shall have all rights, assets, liabilities and obligations of the Target Entity and the Surviving Entity in accordance with the Washington Business Corporation Act and the and the Washington Limited Liability Company Act; (iv) the bylaws and directors and officers of the Surviving Entity shall remain the bylaws and directors and officers of such entity, each officer and director to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Entity.
4. The Articles of Incorporation of the Surviving Entity as in effect immediately prior to the Effective Time shall continue in full force and effect as the Articles of Incorporation of the Surviving Entity until duly amended in accordance with the provisions thereof and applicable law,
5. The Articles of Incorporation of Intellisist II, Inc., the Surviving Entity, shall be deemed amended hereby to affect the following name change name:

The name of the corporation is INTELLISIST, INC.

6. The merger was duly approved by the members of the Target Entity and the shareholders of the Surviving Entity pursuant to RCW 25.15.400 and RCW 23B.11.030, respectively.

IN WITNESS WHEREOF, the Surviving Entity has caused these Articles of Merger to be executed on the  4  day of October, 2005.

**INTELLISIST II, INC.**  
a Washington corporation

  
\_\_\_\_\_  
Gilad Odinak, Chief Executive Officer

## EXHIBIT A

### PLAN OF MERGER

This Plan of Merger is made by and between Intellisist II, Inc., a Washington corporation (the "*Corporation*") and Intellisist, LLC, a Washington limited liability company (the "*LLC*").

The manager of LLC and the Board of Directors of Corporation have approved this Plan of Merger (the "Plan of Merger") under which LLC shall be merged with and into Corporation. The Plan of Merger has been approved by the members of LLC and the shareholders of Corporation.

LLC and Corporation hereby agree as follows:

1. **Merger.** Pursuant to RCW 25.15.395 and upon the terms of this Plan of Merger, at the Effective Time (as defined below), LLC shall be merged with and into Corporation in accordance with the terms hereof and the separate existence of LLC shall cease. Corporation shall be the surviving corporation (the "Surviving Corporation").
2. **Effective Time.** The effective time ("Effective Time") of this Merger shall be the time and date of the occurrence of the filing of the articles of merger with the Secretary of State of Washington.
3. **Name.** The name of the Surviving Corporation shall be as set forth immediately below and the Articles of Incorporation of Corporation shall be deemed amended hereby to effect such name change:

#### Intellisist, Inc.

4. **Directors and Principal Officers.** The directors and principal officers of the surviving corporation immediately after the Effective Time shall be the directors and officers of the Surviving Corporation immediately prior to the Effective Time.
5. **Terms and Conditions of Merger.** At the Effective Time by virtue of the Merger and without any further action by any person, each outstanding membership interest of the LLC shall be converted into one (1) share of common stock, no par value, of the Corporation (the "*Common Stock*"), and the Surviving Corporation shall assume all of LLC's liabilities and obligations as provided in Section 1.4(a) hereof.
6. **Method of Effectuation; Exchange of Certificates.** At Closing, holders of LLC membership interests shall surrender their certificates evidencing ownership of same, or shall execute and deliver assignments separate from certificates, in exchange for the property into which such LLC membership interests is converted as set forth in Section 5 above. All certificates so surrendered shall be cancelled. Until so surrendered and exchanged, each certificate shall, after the Effective Time, be deemed to evidence only the

right to receive the property to which such holder is entitled pursuant to Section 5 hereof.

7. Articles and Bylaws. At and after the Effective Time, the articles of incorporation and the bylaws of Corporation as in effect immediately prior to the Effective Time shall continue to be the articles of incorporation and the bylaws of the surviving corporation until amended in accordance with law.

8. Rights and Duties of the Surviving Corporation. At the Effective Time, LLC shall be merged with and into Corporation, which shall be the surviving corporation and which shall continue to be a Washington corporation. All assets, rights, privileges, powers, franchises and property (real, personal and mixed, tangible and intangible, choses in action, rights and credits) of LLC shall be automatically vested in Corporation as the surviving corporation by virtue of the Merger without any deed or other document of transfer. The Surviving Corporation, without any order or action on the part of any court or otherwise and without any documents of assumption or assignment, shall continue to hold and enjoy all of the properties, franchises and interests, including appointments, powers, designations, nominations and all other rights and interests as agent or other fiduciary in the same manner and to the same extent as such rights, franchises and interests and powers were held or enjoyed by Corporation and LLC, respectively. The Surviving Corporation shall be responsible for all the liabilities of every kind and description of both Corporation and LLC immediately prior to the Effective Time, including liabilities for all debts, obligations and contracts of Corporation and LLC, respectively, matured or unmatured, whether accrued, absolute, contingent or otherwise and whether or not reflected or reserved against on balance sheets, books or accounts or records of either Corporation or LLC. All rights of creditors and other obligees and all liens on property of either Corporation or LLC shall be preserved and shall not be released or impaired.


9. Execution. This Plan of Merger may be executed in any number of counterparts each of which shall be deemed an original and all of such counterparts shall constitute one and the same instrument.

\* \* \* \*


[Signature page follows.]

DATED as of the 4 day of October, 2005.

INTELLISIST II, INC. (CORPORATION)

By:   
Name: Gilad Odina  
Title: President

INTELLISIST, LLC (LLC)

By:   
Name: Gilad Odina  
Title: Manager