

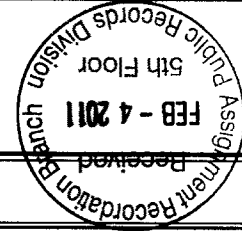
TO: HAMID PIROOZI COMPANY: OI

Re 2-4-11



103617050

Electronic Version v1 1
Stylesheet Version v1.1



SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2010

CONVEYING PARTY DATA Conveying party (Compiere, Inc) was domiciled in the State of Delaware

Name	Formerly	Execution Date	Entity Type
Compiere, Inc.		12/31/2010	INC. ASSOCIATION:

RECEIVING PARTY DATA Receiving party (Consona ERP, INC) is domiciled in the State of Indiana

Name:	Consona ERP, INC.
Street Address:	450 E 96TH ST
Internal Address:	suite 300
City:	Indianapolis
State/Country:	INDIANA
Postal Code	46240
Entity Type:	INC ASSOCIATION: <i>Indiana</i>

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	3054055	COMPIERE SERVICE
Registration Number:	2849102	COMPIERE
Registration Number:	3727502	COMPIERE FROM THE SOURCE
Registration Number:	3364767	COMPIERE

CORRESPONDENCE DATA

Fax Number: (317)592-4838
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 3172365879
 Email: ipdocket@icemiller.com
 Correspondent Name: Hamid Piroozi
 Address Line 1: One American Square
 Address Line 2: Suite 2900
 Address Line 4: Indianapolis, INDIANA 46282

OP S115.00 3054055

TO:HAMID PIROOZI COMPANY:ONE AMERICAN SQUARE

ATTORNEY DOCKET NUMBER:	12178 0005
NAME OF SUBMITTER:	Hamid Piroozi
Signature:	/Hamid Piroozi/
Date:	01/10/2011
Total Attachments: 13 source=Delaware Merger#page1.tif source=Delaware Merger#page2.tif source=Delaware Merger#page3.tif source=Illinois Merger#page1.tif source=Illinois Merger#page2.tif source=Illinois Merger#page3.tif source=Illinois Merger#page4.tif source=Illinois Merger#page5.tif source=Illinois Merger#page6.tif source=Illinois Merger#page7.tif source=Illinois Merger#page8.tif source=Illinois Merger#page9.tif source=Illinois Merger#page10.tif	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

"COMPIERE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "CONSONA ERP, INC." UNDER THE NAME OF "CONSONA ERP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF INDIANA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2010, AT 9:47 O'CLOCK A.M.

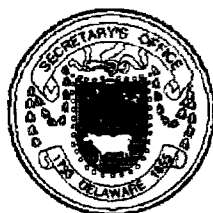
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2010, AT 11:59 O'CLOCK P.M.


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

4919704 8100M

101242056

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8457617

DATE: 12-29-10

TRADEMARK
REEL: 004474 FRAME: 0426

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:51 AM 12/29/2010
FILED 09:47 AM 12/29/2010
SRV 101242056 - 4147320 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

OF

COMPIERE, INC.
a Delaware corporation

INTO

CONSONA ERP, INC.
a Indiana corporation

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name	State of Incorporation
Compiere, Inc. (" <i>Compiere</i> ")	Delaware
Consona ERP, Inc. (" <i>Consona</i> ")	Indiana

2. Pursuant to Section 253 of the Delaware General Corporation Law, Consona does hereby certify that it owns 100% of the capital stock of Compiere, and that Consona, pursuant to an Agreement and Plan of Merger dated as of December 28, 2010 (the "*Merger Agreement*") and approved by Consona's board of directors on December 28, 2010, will merge with and into itself, Compiere.

3. The surviving corporation in the merger is Consona (the "*Surviving Corporation*").

4. The certificate of incorporation of Consona shall be the certificate of incorporation of the Surviving Corporation.

5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 450 E. 96th Street, Suite 300, Indianapolis, IN 46240.

6. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process and the address to which process may be forwarded is: 450 E. 96th Street, Suite 300, Indianapolis, IN 46240.

7. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

8. The effective date and time of the merger is 11:59 pm on December 31, 2010.


[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

TO:HAMID PIROOZI COMPANY:ONE AMERICAN SQUARE

IN WITNESS WHEREOF, this Certificate of Merger is hereby executed on behalf of the Surviving Corporation, Consona ERP, Inc., a Indiana corporation.

Dated as of December 28, 2010.

CONSONA ERP, INC.,
a Indiana corporation

By: 
Name: Katherine Kinder
Title: Vice President, Finance & Administration

TO:HAMID PIROOZI COMPANY:ONE AMERICAN SQUARE



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

DECEMBER 29, 2010

5526-901-7

C T CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD, IL 62704

RE CONSONA ERP, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND ARTICLES OF MERGER REGARDING THE ABOVE CORPORATION. THE FILING FEE HAS BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY IN WHICH THE REGISTERED OFFICE OF THE MERGING CORPORATION IS LOCATED.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

TO:HAMID PIROOZI COMPANY:ONE AMERICAN SQUARE

FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
CONSOLIDATION OR EXCHANGE**
Business Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6861
www.cyberdriveillinois.com

FILED

DEC 29 2010

**JESSE WHITE
SECRETARY OF STATE**

Remit payment in the form of a check or money order payable to the Secretary of State.

The filing fee is \$100, but if merger or consolidation involves more than 2 corporations, \$50 for each additional corporation.

File # 5526-901-7 Filing Fee: \$ 200.⁰⁰ Approved: (Signature)
-----Submit in duplicate-----Type or Print clearly in black ink-----Do not write above this line-----

NOTE: Strike inapplicable words in items 1, 3 and 4.

1. Names of the corporations proposing to ~~consolidate~~ ^{merge} and the state or country of their incorporation:
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Cimnet Systems, Inc.</u>	<u>IL</u>	<u>5526-901-7</u>
<u>Consona ERP, Inc.</u>	<u>IN</u>	<u></u>
<u>Compiere, Inc.</u>	<u>DE</u>	<u></u>
<u>Carri Corp.</u>	<u>MN</u>	<u></u>

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~ ^{surviving} corporation: Consona ERP, Inc.
~~require~~
(b) it shall be governed by the laws of: Indiana

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} is as follows:
~~exchange~~
Please see attached Plan of Merger

TO:HAMID PIROOZI COMPANY:ONE AMERICAN SQUARE

5. Plan of ^{merger} consolidation was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under § 11.30 – 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.20)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Name of Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

TO:HAMID PIROOZI COMPANY:ONE AMERICAN SQUARE

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
<u>Cimnet Systems, Inc.</u>	<u>100 Common Shares</u>	<u>100 Common Shares</u>
<u>Compiere, Inc.</u>	<u>100 Common Shares</u>	<u>100 Common Shares</u>
<u>Capri Corp.</u>	<u>21,628,091 Common Shares</u>	<u>21,628,091 Common Shares</u>
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____ (Month & Day) _____ (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated December 28, 2010
(Month & Day) (Year)

Cimnet Systems, Inc.
(Exact Name of Corporation)


(Any authorized officer's signature)

Katherine Kinda VP Finance
(Type or Print Name and Title)

Dated December 28, 2010
(Month & Day) (Year)

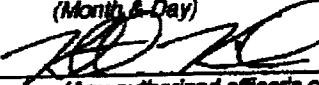
Consona ERP, Inc.
(Exact Name of Corporation)


(Any authorized officer's signature)

Katherine Kinda - VP Finance
(Type or Print Name and Title)

Dated December 28, 2010
(Month & Day) (Year)

Compiere, Inc.
(Exact Name of Corporation)



(Any authorized officer's signature)

Katherine Kinda, VP Finance
(Type or Print Name and Title)

C-195.10

11/20/10 13:00:00 CT System Online

TO: HAMID PIROOZI COMPANY: ONE AMERICAN SQUARE

Continuation Signature PageDated: December 28, 2010
(Month & Day) (Year)Capri Corp.
(Exact Name of Corporation)

(Any authorized officer's signature)**Katherine Kinder**
Vice President, Finance & Administration
(Type or Print Name and Title)

TO:HAMID PIROOZI COMPANY:ONE AMERICAN SQUARE

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into as of the 28th day of December, 2010 among Consona ERP, Inc., an Indiana corporation ("Consona ERP"), and its wholly owned subsidiaries: Compiere, Inc., a Delaware corporation ("Compiere"), Capri Corp., a Minnesota corporation ("Capri"), and Cimnet Systems, Inc., an Illinois corporation ("Cimnet", and together with Compiere and Capri, the "Subsidiaries"). Consona ERP and the Subsidiaries are sometimes referred to as the "Constituent Companies." Consona ERP, as the surviving entity in the Mergers (as defined below), is hereinafter also sometimes referred to as the "Surviving Corporation".

WITNESSETH:

WHEREAS, Subsidiaries are each wholly owned subsidiaries of Consona ERP; and

WHEREAS, Consona ERP and the Subsidiaries deem it advisable and generally to the welfare of Consona ERP and the Subsidiaries, respectively, that each of the Subsidiaries be merged with and into the Surviving Corporation under the terms and conditions hereinafter set forth, such mergers to be effected pursuant to the Indiana Business Corporation Law, the Delaware General Corporation Law, the Washington Business Corporation Act and the Illinois Business Corporation Act, respectively.

NOW, THEREFORE, the Constituent Companies parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of such merger and mode of carrying the same into effect as follows:

FIRST: The Subsidiaries hereby agree to merge (the "Mergers") with and into Consona ERP, with Consona ERP being the surviving entity in the Mergers. The separate existence of the Subsidiaries shall cease at the Effective Time of the Mergers in accordance with applicable law, and Consona ERP shall continue in existence as the surviving entity, and, without other transfer or assumption, succeed to and possess all the estate, properties, rights, privileges, immunities and franchises of the Subsidiaries in accordance with applicable law.

SECOND: The Certificate of Incorporation of Consona ERP, as in effect on the date of the Mergers provided for in this Agreement, 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 terms and conditions of the Mergers are as follows:

(a) At the Effective Date, all of the authorized capital stock of each Subsidiary outstanding immediately prior to the applicable Merger and all rights in respect thereof, shall forthwith cease to exist and shall be cancelled, and the authorized capital stock of the Surviving

TO:HAMID PIROOZI COMPANY:ONE AMERICAN SQUARE

Corporation immediately prior to the Mergers shall continue to be outstanding and shall not be changed, but shall remain the same as immediately before the Mergers.

(b) The By-laws of Consona ERP as they shall exist at the Effective Time of the Mergers 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.

(c) The directors of Consona ERP at the Effective Time of the Mergers shall remain the directors of the Surviving Corporation, each to continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(d) The officers of Consona ERP at the Effective Time of the Mergers shall remain the officers of the Surviving Corporation, each to continue in office until the next annual meeting of directors and until their successors shall have been elected and qualified.

(e) At and after the Effective Time of the Mergers, 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 Subsidiaries; all debts due to each of the Subsidiaries on whatever account, as well as for stock subscriptions, shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the Subsidiaries shall be as effectively the property of the Surviving Corporation as they were of any of the respective Subsidiaries; the title to any real estate vested by deed or otherwise in any of the Subsidiaries shall not revert or be in any way impaired by reason of the Mergers, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of any of the Subsidiaries shall be preserved unimpaired; all debts, liabilities and duties of the respective Subsidiaries 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 and managers, as applicable, of each of the Subsidiaries against all such debts, liabilities and duties and against all claims and demands arising out of the Mergers.

(f) As and when requested by the Surviving Corporation or by its successors or assigns, the Subsidiaries 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 any of the Subsidiaries acquired by the Surviving Corporation by reason or as a result of the Mergers herein provided for and otherwise to carry out the intent and purposes hereof, and the officers and directors of the Subsidiaries and the officers and directors of the Surviving Corporation are fully authorized in the name of the Subsidiaries or otherwise to take any and all such action.

(g) For all purposes, the Mergers shall be deemed to occur in the following order: (i) first, Compiere will merge with and into Consona ERP, such that Consona ERP is the surviving corporation; (ii) next, Capri will merge with and into Consona ERP, such that Consona

TO: HAMID PIROOZI COMPANY: ONE AMERICAN SQUARE

ERP is the surviving corporation; and (iii) lastly, Ciment will merge with and into Consona ERP, such that Consona ERP is the surviving corporation.

(h) This Agreement shall be submitted to the stockholders of the Subsidiaries and the stockholders of the Surviving Corporation as and to the extent required by applicable law. The Mergers shall take effect as of 11:59 pm on December 31, 2010 (the "Effective Time").

(i) All acts, plans, policies, approvals and authorizations of the Subsidiaries, their officers and directors, which were valid and effective immediately prior to the Effective Time of the Mergers, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be effective and binding thereon as they were on the Subsidiaries.

(j) From the Effective Time of the Mergers, the officers and directors of the Surviving Corporation are hereby authorized in the name of the entities that were the Subsidiaries 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 any of the Subsidiaries or to carry out the purposes of this Agreement.

FOURTH: It is intended that this Agreement and Plan of Merger qualify as a liquidation and reorganization in accordance with Sections 332, 334(b)(1), 368(a)(1)(A) and 337 of the Internal Revenue Code of 1986, as amended.


FIFTH: The matters set forth in this Agreement shall be considered modified to the extent required by the laws of the State of Indiana, the State of Delaware, the State of Minnesota or the State of Illinois so that nothing contained herein shall be construed to be in any way violative of the laws of the State of Indiana, the State of Delaware, the State of Minnesota or the State of Illinois.

[Remainder of Page Intentionally Left Blank]

TO:HAMID PIROOZI COMPANY:ONE AMERICAN SQUARE

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

CONSONA ERP, INC.,
an Indiana corporation

By: 
Name: **Katherine Kinder**
Title: **Vice President, Finance & Administration**

COMPIERE, INC.
a Delaware corporation

By: 
Name: **Katherine Kinder**
Title: **Vice President, Finance & Administration**

CAPRI CORP.,
a Minnesota corporation

By: 
Name: **Katherine Kinder**
Title: **Vice President, Finance & Administration**

CIMNET SYSTEMS, INC.
an Illinois corporation

By: 
Name: **Katherine Kinder**
Title: **Vice President, Finance & Administration**

TO:HAMID PIROOZI COMPANY:ONE AMERICAN SQUARE

REDACTED

IMPORTANT

If there have been changes in Items 6 or 7, Form BCA 14.30 must be executed and submitted with this Annual Report in the same envelope.

Printed by authority of the State of Illinois, October 2008 — 2.54e — G 288.5

FILED

DEC 30 2010

**JESSE WHITE
SECRETARY OF STATE**

TRADEMARK

REEL: 004474 FRAME: 0438

TO:HAMID PIROOZI COMPANY:ONE AMERICAN SQUARE

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF MERGER

of

CONSONA ERP, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Merger of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The following non-surviving entity(s):

CIMNET SYSTEMS, INC.

a(n) Illinois For-Profit Foreign Corporation qualified in Indiana

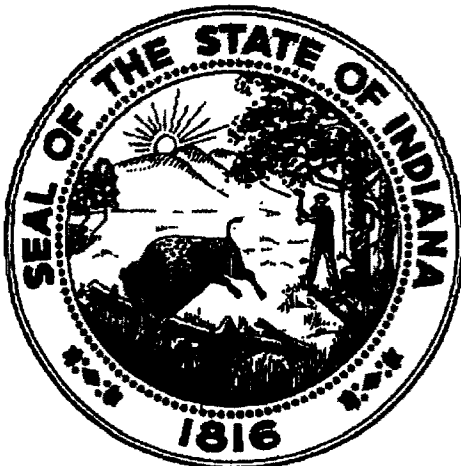
merged with and into the surviving entity:

CONSONA ERP, INC.

The name following said transaction will be:

CONSONA CORPORATION

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, December 31, 2010.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, December 29, 2010.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

198601-790/2010123057986

TRADEMARK
REEL: 004474 FRAME: 0439

TO:HAMID PIROOZI COMPANY:ONE AMERICAN SQUARE



ARTICLES OF MERGER
State Form 38036 (RS / 2-87)
Approved by State Board of Accounts, 1995

APPROVED
AND
FILED

Todd Romita
SECRETARY OF STATE

TODD ROMITA
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington Street, Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-8578

Indiana Code 23-1-40-1 et. seq

FILING FEE: \$90.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for inserts.
Present original and two (2) copies to address in upper right corner of this form
Please TYPE or PRINT.
Upon completion of filing the Secretary of State will issue a receipt.

**ARTICLES OF MERGER / SHARE EXCHANGE
OF**

Compiere, Inc.; Capri Corp.; and Cimnet Systems, Inc.
(hereinafter "the nonsurviving corporation(s)")

INTO

Consona ERP, Inc.
(hereinafter "the surviving corporation")

ARTICLE I - SURVIVING CORPORATION

The name of the corporation surviving the merger is: Consona Corporation
and such name has has not *(designate which)* been changed as a result of the merger.

a. The surviving corporation is a domestic corporation existing pursuant to the provisions of the Indiana Business Corporation Law incorporated on January 22, 1986.

b. The surviving corporation is a foreign corporation incorporated under the laws of the State of _____ and qualified not qualified *(designate which)* to do business in Indiana.
If the surviving corporation is qualified to do business in Indiana, state the date of qualification: _____
(If Application for Certificate of Authority is filed concurrently herewith state "Upon approval of Application for Certificate of Authority".)

ARTICLE II - NONSURVIVING CORPORATION (S)

The name, state of incorporation, and date of incorporation or qualification *(if applicable)* respectively, of each Indiana domestic corporation and Indiana qualified foreign corporation, other than the survivor, which is party to the merger are as follows:

Name of Corporation <u>Compiere, Inc</u>	Date of Incorporation or qualification in Indiana <i>(if applicable)</i>
State of Domicile <u>Delaware</u>	
Name of Corporation <u>Capri Corp.</u>	Date of Incorporation or qualification in Indiana <i>(if applicable)</i>
State of Domicile <u>Minnesota</u>	
Name of Corporation <u>Cimnet Systems, Inc.</u>	Date of Incorporation or qualification in Indiana <i>(if applicable)</i>
State of Domicile <u>Illinois</u>	

ARTICLE III - PLAN OF MERGER OR SHARE EXCHANGE

The Plan of Merger or Share Exchange, containing such information as required by Indiana Code 23-1-40-1(b), is set forth in "Exhibit A", attached hereto and made a part hereof.

IND24 - 7/99 03 CT System On/In

10 DEC 29 AM 11:20
CORPORATIONS DIVISION

TO: HAMID PIROOZI COMPANY: ONE AMERICAN SQUARE

ARTICLE IV - MANNER OF ADOPTION AND VOTE OF SURVIVING CORPORATION (Must complete Section 1 or 2)

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

A. Unanimous written consent executed on December 28, 2010 and signed by all shareholders entitled to vote.
 B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

ARTICLE V - MANNER OF ADOPTION AND VOTE OF NONSURVIVING CORPORATION (Must complete Section 1 or 2)

Shareholder vote not required.

The merger / share exchange was adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

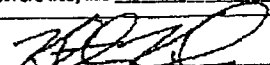
Vote of shareholders (Select either A or B)

The designation (i.e., common, preferred or any classification where different classes of stock exist), number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the merger / share exchange and the number of votes of each voting group represented at the meeting is set forth below:

A. Unanimous written consent executed on December 28, 2010 and signed by all shareholders entitled to vote.
 B. Vote of shareholders during a meeting called by the Board of Directors.

	TOTAL	A	B	C
DESIGNATION OF EACH VOTING GROUP (i.e. preferred and common)				
NUMBER OF OUTSTANDING SHARES				
NUMBER OF VOTES ENTITLED TO BE CAST				
NUMBER OF VOTES REPRESENTED AT MEETING				
SHARES VOTED IN FAVOR				
SHARES VOTED AGAINST				

In Witness Whereof, the undersigned being the Vice President of the surviving corporation executes these Articles of Merger / Share Exchange and verifies, subject to penalties of perjury that the statements contained herein are true, this 28 day of December, 2010

Signature:  Printed name: Katherine Kinder

TO:HAMID PIROOZI COMPANY:ONE AMERICAN SQUARE

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into as of the 28th day of December, 2010 among Consona ERP, Inc., an Indiana corporation ("Consona ERP"), and its wholly owned subsidiaries: Compiere, Inc., a Delaware corporation ("Compiere"), Capri Corp., a Minnesota corporation ("Capri"), and Cinnet Systems, Inc., an Illinois corporation ("Cinnet"), and together with Compiere and Capri, the "Subsidiaries". Consona ERP and the Subsidiaries are sometimes referred to as the "Constituent Companies." Consona ERP, as the surviving entity in the Mergers (as defined below), is hereinafter also sometimes referred to as the "Surviving Corporation".

WITNESSETH:

WHEREAS, Subsidiaries are each wholly owned subsidiaries of Consona ERP; and

WHEREAS, Consona ERP and the Subsidiaries deem it advisable and generally to the welfare of Consona ERP and the Subsidiaries, respectively, that each of the Subsidiaries be merged with and into the Surviving Corporation under the terms and conditions hereinafter set forth, such mergers to be effected pursuant to the Indiana Business Corporation Law, the Delaware General Corporation Law, the Washington Business Corporation Act and the Illinois Business Corporation Act, respectively.

NOW, THEREFORE, the Constituent Companies parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of such merger and mode of carrying the same into effect as follows:

FIRST: The Subsidiaries hereby agree to merge (the "Mergers") with and into Consona ERP, with Consona ERP being the surviving entity in the Mergers. The separate existence of the Subsidiaries shall cease at the Effective Time of the Mergers in accordance with applicable law, and Consona ERP shall continue in existence as the surviving entity, and, without other transfer or assumption, succeed to and possess all the estate, properties, rights, privileges, immunities and franchises of the Subsidiaries in accordance with applicable law.

SECOND: The Certificate of Incorporation of Consona ERP, as in effect on the date of the Mergers provided for in this Agreement, 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 terms and conditions of the Mergers are as follows:

(a) At the Effective Date, all of the authorized capital stock of each Subsidiary outstanding immediately prior to the applicable Merger and all rights in respect thereof, shall forthwith cease to exist and shall be cancelled, and the authorized capital stock of the Surviving

TO: HAMID PIROOZI COMPANY: ONE AMERICAN SQUARE

Corporation immediately prior to the Mergers shall continue to be outstanding and shall not be changed, but shall remain the same as immediately before the Mergers.

(b) The By-laws of Consona ERP as they shall exist at the Effective Time of the Mergers 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.

(c) The directors of Consona ERP at the Effective Time of the Mergers shall remain the directors of the Surviving Corporation, each to continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(d) The officers of Consona ERP at the Effective Time of the Mergers shall remain the officers of the Surviving Corporation, each to continue in office until the next annual meeting of directors and until their successors shall have been elected and qualified.

(e) At and after the Effective Time of the Mergers, 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 Subsidiaries; all debts due to each of the Subsidiaries on whatever account, as well as for stock subscriptions, shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either of the Subsidiaries shall be as effectively the property of the Surviving Corporation as they were of any of the respective Subsidiaries; the title to any real estate vested by deed or otherwise in any of the Subsidiaries shall not revert or be in any way impaired by reason of the Mergers, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of any of the Subsidiaries shall be preserved unimpaired; all debts, liabilities and duties of the respective Subsidiaries 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 and managers, as applicable, of each of the Subsidiaries against all such debts, liabilities and duties and against all claims and demands arising out of the Mergers.

(f) As and when requested by the Surviving Corporation or by its successors or assigns, the Subsidiaries 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 any of the Subsidiaries acquired by the Surviving Corporation by reason or as a result of the Mergers herein provided for and otherwise to carry out the intent and purposes hereof, and the officers and directors of the Subsidiaries and the officers and directors of the Surviving Corporation are fully authorized in the name of the Subsidiaries or otherwise to take any and all such action.

(g) For all purposes, the Mergers shall be deemed to occur in the following order: (i) first, Compiere will merge with and into Consona ERP, such that Consona ERP is the surviving corporation; (ii) next, Capri will merge with and into Consona ERP, such that Consona

TO: HAMID PIROOZI COMPANY: ONE AMERICAN SQUARE

ERP is the surviving corporation; and (iii) lastly, Ciment will merge with and into Consona ERP, such that Consona ERP is the surviving corporation.

(h) This Agreement shall be submitted to the stockholders of the Subsidiaries and the stockholders of the Surviving Corporation as and to the extent required by applicable law. The Mergers shall take effect as of 11:59 pm on December 31, 2010 (the "Effective Time").

(i) All acts, plans, policies, approvals and authorizations of the Subsidiaries, their officers and directors, which were valid and effective immediately prior to the Effective Time of the Mergers, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be effective and binding thereon as they were on the Subsidiaries.

(j) From the Effective Time of the Mergers, the officers and directors of the Surviving Corporation are hereby authorized in the name of the entities that were the Subsidiaries 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 any of the Subsidiaries or to carry out the purposes of this Agreement.

FOURTH: It is intended that this Agreement and Plan of Merger qualify as a liquidation and reorganization in accordance with Sections 332, 334(b)(1), 368(a)(1)(A) and 337 of the Internal Revenue Code of 1986, as amended.

FIFTH: The matters set forth in this Agreement shall be considered modified to the extent required by the laws of the State of Indiana, the State of Delaware, the State of Minnesota or the State of Illinois so that nothing contained herein shall be construed to be in any way violative of the laws of the State of Indiana, the State of Delaware, the State of Minnesota or the State of Illinois.

[Remainder of Page Intentionally Left Blank]

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

CONSONA ERP, INC.,
an Indiana corporation

By: 
Name: **Katherine Kinder**
Title: **Vice President, Finance & Administration**

COMPIERE, INC.
a Delaware corporation

By: 
Name: **Katherine Kinder**
Title: **Vice President, Finance & Administration**

CAPRI CORP.,
a Minnesota corporation

By: 
Name: **Katherine Kinder**
Title: **Vice President, Finance & Administration**

CIMNET SYSTEMS, INC.
an Illinois corporation

By: 
Name: **Katherine Kinder**
Title: **Vice President, Finance & Administration**

69083 v3/BN