



STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:00 AM 02/09/1998  
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**CERTIFICATE OF MERGER  
OF**

**UNIQUE TECHNOLOGIES INTERNATIONAL, INC.,  
a Delaware corporation**

**AND**

**UNIQUE WIRELESS DEVELOPMENTS, L.L.C.,  
a Delaware limited liability company**

(Pursuant to Section 264 of the  
General Corporation Law of the State of Delaware (the "DGCL"))

Unique Technologies International, Inc., a Delaware corporation ("Parent"), does hereby certify:

- FIRST:** That Parent is a corporation domiciled in Delaware.
- SECOND:** That Unique Wireless Developments, L.L.C. ("Subsidiary") is a limited liability company domiciled in Delaware.
- THIRD:** That an Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264(c) of the DGCL.
- FOURTH:** That Parent shall be the surviving entity and the name of such surviving entity shall be Comspace Corporation.
- FIFTH:** That the Certificate of Incorporation of Parent, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of Parent as the surviving entity unless and until thereafter amended; provided that ARTICLE I of the Certificate of Incorporation of the surviving entity shall be amended and restated to be and read in its entirety as follows.

**"ARTICLE I**

The name of this corporation is Comspace Corporation."

- SIXTH:** That a copy of the Agreement and Plan of Merger is on file at the office of the surviving entity at 8336 Sterling Street, Irving, Texas 75063 and that a copy will be furnished without cost to any stockholder or partner of the constituent entities.

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IN WITNESS WHEREOF, Unique Technologies International, Inc. has caused this Certificate of Merger to be signed on its behalf this 31<sup>st</sup> day of January 1998.

UNIQUE TECHNOLOGIES  
INTERNATIONAL, INC.

By:   
Steven E. Fulford,  
President

AL-SUBMITTER-21649.01

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