



07-13-2000

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #10

SCHEDULE A

ADS Associates, Inc. to SunGard Treasury Systems Inc.

Mark

Reg. No.

Reg. Date

MATREX

1,404,355

Aug. 5, 1986

TRADEX

1,394,693

May 27, 1986



00538197

07-13-2000

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ENDORSED - FILED
in the office of the Secretary of State
of the State of California

DEC 28 1999

AGREEMENT OF MERGER

BILL JONES, Secretary of State

Parties: **MULTINATIONAL COMPUTER MODELS, INC.,**
a New Jersey corporation ("MCM")
333 Fairfield Road
Fairfield, NJ 07004

ADS ASSOCIATES, INC.,
a California corporation ("ADS")
23586 Calabasas Road, Suite 200
Calabasas, CA 91302

Dated: **December 23, 1999**

Background: MCM and ADS are sister corporations. For various business and tax reasons, the Boards of Directors of MCM and ADS have each determined that it is in the best interests of each corporation and their respective stockholders that MCM be merged with and into ADS, whereby the surviving corporation would be a direct subsidiary of SunGard Investment Ventures, Inc. ("SIVI"). The merger of MCM with and into ADS (the "MCM Merger") will be effected on the terms stated in this Agreement. The Boards of Directors and the stockholders of MCM and ADS have each unanimously adopted resolutions approving this Agreement in the manner required by the laws of their respective jurisdictions. Accordingly, a Certificate of Merger will be executed and filed with the Secretary of State of New Jersey, and the appropriate Officer's Certificates will be filed in the State of California.

INTENDING TO BE LEGALLY BOUND, MCM and ADS hereby adopt this Agreement of Merger, and agree that MCM shall be merged with and into ADS on the following terms:

1. **MCM Merger.** On the MCM Effective Date (as defined below), MCM shall be merged with and into ADS in accordance with this Agreement and in compliance with the New Jersey Business Corporation Act and the California Corporations Code, and the MCM Merger shall have the effect provided for under such laws. ADS (sometimes referred to below as the "Surviving Corporation") shall be the surviving corporation of the MCM Merger and shall continue to exist and to be governed by the laws of the State of California. The corporate existence and identity of ADS, with its purposes and powers, shall continue unaffected and unimpaired by the MCM Merger, and ADS shall succeed to and be fully vested with the corporate existence and identity of MCM. The separate corporate existence and identity of MCM shall cease upon the MCM Effective Date, and MCM and ADS shall be a single California corporation. On the MCM Effective Date, all outstanding shares of capital stock of MCM shall be cancelled without consideration, and all outstanding shares of capital stock of ADS shall be unaffected by the MCM Merger. The directors and officers of ADS on

the Effective Date will continue as the directors and officers of the Surviving Corporation.

2. **Name and Registered Office of Surviving Corporation.** On the MCM Effective Date, the name of the Surviving Corporation shall be ADS Associates, Inc. with its registered agent being CT Corporation System, located at 818 West Seventh Street, Los Angeles, CA 90017.

3. **Articles of Incorporation.** Immediately after the MCM Merger, the Articles of Incorporation of the Surviving Corporation shall be the same as before the MCM Merger, except that the Surviving Corporation's name shall be changed in Article I to read as follows:

1. The name of the corporation is SunGard Treasury Systems Inc.

4. **Bylaws.** Immediately after the MCM Merger, the bylaws of the Surviving Corporation shall be the same as before the MCM Merger.

5. **MCM Effective Date.** As used in this Agreement, "MCM Effective Date" shall mean 11:59 PM on December 31, 1999.

6. **Termination.** This Agreement may be terminated or abandoned at any time before the Effective Date by any party hereto with the due approval of its Board of Directors.

7. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be an original hereof, and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart hereof.

8. **Severability.** If any provision of this Agreement is construed to be invalid, illegal or unenforceable, then the remaining provisions hereof shall not be affected thereby and shall be enforceable without regard thereto.

9. **Section Headings.** Section headings in this Agreement are for convenience of reference only and do not constitute a part of this Agreement and shall not affect its interpretation.



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IN WITNESS WHEREOF, the parties have caused this Agreement to be signed by their authorized officers and have caused this Agreement to be executed by their duly authorized officers on the day and year first above written.

MULTINATIONAL COMPUTER MODELS, INC.

Thomas J. McDugall

Thomas J. McDugall, Vice President

Lawrence A. Gross

Lawrence A. Gross, Secretary

ADS ASSOCIATES, INC.

Thomas J. McDugall

Thomas J. McDugall, Vice President

Lawrence A. Gross

Lawrence A. Gross, Secretary



ADS ASSOCIATES, INC.

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OFFICERS' CERTIFICATE

Thomas J. McDugall and Lawrence A. Gross hereby certify and state that:

1. They are the Vice President and Secretary, respectively, of ADS Associates, Inc., a California corporation ("ADS").

2. The issued and outstanding shares of each class of capital stock of ADS entitled to vote on the merger is set forth as follows:

<u>Class of Capital Stock</u>	<u>Number Issued and Outstanding</u>
Common Stock	1,000

3. The Agreement and Plan of Merger, dated as of December 23, 1999 (the "Agreement of Merger"), in the form attached was duly approved by the Board of Directors of ADS and the vote of the sole stock of the capital stock of ADS entitled to vote thereon.

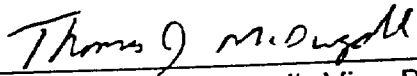
4. The shareholder percentage vote required for the aforesaid approval for the capital stock entitled to vote on the merger is set forth as follows:

<u>Class of Capital Stock</u>	<u>Percentage Vote Required for Approval</u>
Common Stock	Greater than 50%

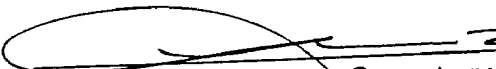
5. The principal terms of the Agreement of Merger were approved by a vote of the number of shares of the ADS stock entitled to vote thereon which equaled or exceeded the vote required.

IN WITNESS WHEREOF, on the date set forth below, in Wayne, Pennsylvania, the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that the statements set forth in said certificate are true of their own knowledge.

Dated: December 23, 1999



Thomas J. McDugall, Vice President



Lawrence A. Gross, Secretary



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MULTINATIONAL COMPUTER MODELS, INC.

OFFICERS' CERTIFICATE

Thomas J. McDugall and Lawrence A. Gross hereby certify and state that:

1. They are the Vice President and Secretary, respectively, of Multinational Computer Models, Inc., a New Jersey corporation ("MCM").
2. The issued and outstanding shares of each class of capital stock of MCM entitled to vote on the merger is set forth as follows:

<u>Class of Capital Stock</u>	<u>Number Issued and Outstanding</u>
Common Stock	1,000

3. The Agreement and Plan of Merger, dated as of December 23, 1999 (the "Agreement of Merger"), in the form attached was duly approved by the Board of Directors of MCM and the vote of the sole stock of the capital stock of MCM entitled to vote thereon.

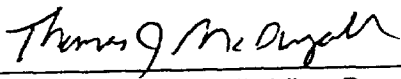
4. The shareholder percentage vote required for the aforesaid approval for the capital stock entitled to vote on the merger is set forth as follows:

<u>Class of Capital Stock</u>	<u>Percentage Vote Required for Approval</u>
Common Stock	Greater than 50%


5. The principal terms of the Agreement of Merger were approved by a vote of the number of shares of the MCM stock entitled to vote thereon which equaled or exceeded the vote required.

IN WITNESS WHEREOF, on the date set forth below, in Wayne, Pennsylvania, the undersigned does hereby declare under penalty of perjury under the laws of the State of California that the statements set forth in said certificate are true of their own knowledge.

Dated: December 23, 1999



 Thomas J. McDugall, Vice President



 Lawrence A. Gross, Secretary





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SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of _____ page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of _____



Bill Jones

Secretary of State