



## SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NO.</u>
KOFILE (Class 9)	2442561
KOFILE and design (Class 9)	2442560
KOFILE and design (Class 42)	2442562
KOFILE (Class 42)	2442563
KOFILE and design (Class 41)	2442554
KOFILE (Class 41)	2442555
KOFILE and design (Class 40)	2442556
KOFILE (Class 40)	2442557
KOFILE and design (Class 16)	2442558
KOFILE (Class 16)	2442559

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Geoffrey S. Connor  
Secretary of State

**Office of the Secretary of State**



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor  
Secretary of State

Phone: (512) 463-5555  
Prepared by: Lisa Sartin

Come visit us on the internet at <http://www.sos.state.tx.us/>  
Fax: (512) 463-5709

TTY: 7-1-1  
Document: 78073710002

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



**Geoffrey S. Connor**  
Secretary of State

**Office of the Secretary of State**

**CERTIFICATE OF MERGER**

The undersigned, as Secretary of State of Texas, hereby certifies that the attached articles of merger of

**eiSTREAM WMS, INC.**  
Foreign Business Corporation  
DE, USA  
[Filing Number: 800013114]

**eiStream Government Solutions, Inc.**  
Foreign Business Corporation  
DE, USA  
[Entity not of Record, Filing Number Not Available]

**eiStream Technologies, Inc.**  
Foreign Business Corporation  
DE, USA  
[Entity not of Record, Filing Number Not Available]

**eiStream ViewStar, Inc.**  
Foreign Business Corporation  
DE, USA  
[Filing Number: 800048791]

Into

**Global 360, Inc.**  
Domestic Business Corporation  
[Filing Number: 800108204]

have been filed in this office as of the date of this certificate.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate of merger.

Dated: 12/27/2004

Effective: 12/31/2004 at 11:59 p.m.

Phone: (512) 463-5555  
Prepared by: Lisa Sarim

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Fax: (512) 463-5709

TTY: 7-1-1  
Document: 78073710002

FILED  
 in the Office of the  
 Secretary of State of Texas  
 DEC 27 2004  
 Corporations Section

**ARTICLES OF MERGER**

of

**eiSTREAM WMS, INC.**  
 a Delaware corporation,  
**eiSTREAM VIEWSTAR, INC.**  
 a Delaware corporation,  
**eiSTREAM GOVERNMENT SOLUTIONS, INC.**  
 a Delaware corporation,  
**eiSTREAM TECHNOLOGIES, INC.**  
 a Delaware corporation,

with and into

**GLOBAL 360, INC.**  
 (formerly eiStream, Inc.),  
 a Texas corporation

Pursuant to the provisions of Section 5.04 of the Texas Business Corporation Act (the "TBCA"), eiSTREAM WMS, INC., a Delaware corporation, eiSTREAM VIEWSTAR, INC., a Delaware corporation, eiSTREAM GOVERNMENT SOLUTIONS, INC., a Delaware corporation, and eiSTREAM TECHNOLOGIES, INC., a Delaware corporation (collectively, the "Subsidiaries"), and GLOBAL 360 INC. (formerly eiStream, Inc.), a Texas corporation ("Global 360"), adopt the following Articles of Merger:

1. An Agreement and Plan of Merger, dated as of December 15, 2004 (the "Agreement"), has been approved and adopted in accordance with the provisions of Article 5.03 of the TBCA providing for merger of the Subsidiaries with and into Global 360, with Global 360 being the surviving corporation (the "Merger").

2. The names and states of incorporation of the corporations participating in the Merger are as follows:

<u>NAME OF CORPORATION</u>	<u>STATE</u>
eiStream WMS, Inc.	Delaware
eiStream ViewStar, Inc.	Delaware
eiStream Government Solutions, Inc.	Delaware
eiStream Technologies, Inc.	Delaware
Global 360, Inc.	Texas

3. The Articles of Incorporation of Global 360 in effect at the effective time of the Merger shall be the Articles of Incorporation of the surviving corporation and no amendments to such Articles of Incorporation have been adopted in connection with the Merger.

DALLAS 1467369V1

4. An originally executed copy of the Agreement is on file at the principal place of business of Global 360 located at 2911 Turtle Creek Blvd., Suite 1100, Dallas, Texas 75219.

5. A copy of the Agreement will be provided, upon request and without cost, to any stockholder of any of the corporations participating in the Merger.

6. Pursuant to Article 5.03 of the TBCA, shareholder approval is not required with respect to the holders of shares of capital stock of Global 360.

7. As to each of the Subsidiaries participating in the Merger, the number of shares outstanding are:

<u>NAME OF CORPORATION</u>	<u>NUMBER OF SHARES OUTSTANDING</u>
eiStream WMS, Inc.	1,000 shares of Common Stock, \$1.00 par value per share
eiStream ViewStar, Inc.	1,000 shares of Common Stock, \$1.00 par value per share
eiStream Government Solutions, Inc.	1,000 shares of Common Stock, \$0.01 par value per share
eiStream Technologies, Inc.	1,000 shares of Common Stock, \$1.00 par value per share

None of the shares of Common Stock of any of the Subsidiaries are entitled to vote as a class with respect to the Merger and the Agreement.

8. The sole holder of all the issued and outstanding shares of capital stock of each of the Subsidiaries has signed a written consent approving and adopting the Merger and the Agreement.

9. As to each foreign corporation or other entity that is a party to the Agreement, the approval of the Agreement was duly authorized by all action required by the laws under which such companies were incorporated or organized and by such companies' constituent documents.

10. Global 360, as the surviving corporation after the Merger, will be responsible for the payment of all fees and franchise taxes of each of the Subsidiaries and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

11. The Merger is to become effective at 11:59 p.m. on December 31, 2004.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned corporations have caused this instrument to be executed by and on its behalf and in its corporate name as of December 15, 2004.

**GLOBAL 360, INC.**  
a Texas corporation

By:   
John K. Sterling,  
Executive Vice President

**e1STREAM WMS, INC.,**  
a Delaware corporation,

By:   
John K. Sterling,  
Executive Vice President

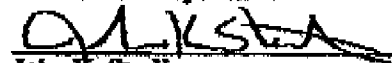
**e1STREAM VIEWSTAR, INC.,**  
a Delaware corporation

By:   
John K. Sterling,  
Executive Vice President

**e1STREAM GOVERNMENT SOLUTIONS, INC.,**  
a Delaware corporation

By:   
John K. Sterling,  
Executive Vice President

**e1STREAM TECHNOLOGIES, INC.,**  
a Delaware corporation

By:   
John K. Sterling,  
Executive Vice President

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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:

"EISTREAM GOVERNMENT SOLUTIONS, INC.", A DELAWARE CORPORATION,

"EISTREAM TECHNOLOGIES, INC.", A DELAWARE CORPORATION,

"EISTREAM VIEWSTAR, INC.", A DELAWARE CORPORATION,

"EISTREAM WMS, INC.", A DELAWARE CORPORATION,

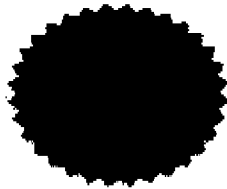
WITH AND INTO "GLOBAL 360, INC." UNDER THE NAME OF "GLOBAL 360, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2004, AT 1:29 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2004, AT 11:59 O'CLOCK P.M.

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

3903260 8100M

040940640



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3579813

DATE: 12-27-04



State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:28 PM 12/27/2004  
FILED 01:28 PM 12/27/2004  
SRV 040940640 - 3772005 FILE

**STATE OF DELAWARE**  
**CERTIFICATE OF MERGER**

of

**ciSTREAM WMS, INC.,**  
a Delaware corporation  
**ciSTREAM VIEWSTAR, INC.,**  
a Delaware corporation,  
**ciSTREAM GOVERNMENT SOLUTIONS, INC.,**  
a Delaware corporation,  
**ciSTREAM TECHNOLOGIES, INC.,**  
a Delaware corporation,

with and into

**GLOBAL 360, INC.**  
(formerly ciStream, Inc.),  
a Texas corporation

Pursuant to Title 8, Section 252, of the General Corporation Law of Delaware, **ciSTREAM WMS, INC.**, a Delaware corporation ("WMS"), **ciSTREAM VIEWSTAR, INC.**, a Delaware corporation ("ViewStar"), **ciSTREAM GOVERNMENT SOLUTIONS, INC.**, a Delaware corporation ("Government Solutions"), and **ciSTREAM TECHNOLOGIES, INC.**, a Delaware corporation ("Technologies") (collectively, the "Subsidiaries"), and **GLOBAL 360, INC.** (formerly ciStream, Inc.), a Texas corporation ("Global 360"), do hereby certify the following for the purpose of merging the corporations listed:

**FIRST:** The names and states of incorporation of each of the constituent corporations of the merger are as follows:

<b>Name</b>	<b>State of Incorporation</b>
ciStream WMS, Inc.	Delaware
ciStream ViewStar, Inc.	Delaware
ciStream Government Solutions, Inc.	Delaware
ciStream Technologies, Inc.	Delaware
Global 360, Inc.	Texas

**SECOND:** An Agreement and Plan of Merger ("Agreement") has been approved, adopted, certified, assented and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the General Corporation Law of Delaware.

**THIRD:** The name of the surviving corporation is Global 360, Inc., a Texas corporation.

- FOURTH:** The Articles of Incorporation of Global 360, Inc. shall be the Articles of Incorporation of the surviving corporation.
- FIFTH:** The merger is to become effective at 11:59 p.m. on December 31, 2004.
- SIXTH:** An originally executed copy of the Agreement is on file at the principal offices of the surviving corporation located at 2911 Turtle Creek Blvd., Suite 1100, Dallas, Texas 75219, the place of business of the surviving corporation.
- SEVENTH:** A copy of the Agreement will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.
- EIGHTH:** The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 2911 Turtle Creek Blvd., Suite 1100, Dallas, Texas 75219.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer as of the 15th day of December, 2004.

GLOBAL 360, INC.  
(formerly eStream, Inc.)

By:

  
John N. Sterling  
Executive Vice President