



Department of Commerce, Community, and Economic Development
Corporations, Business and Professional Licensing
CORPORATIONS SECTION
PO Box 110808 Juneau AK 99811-0808

AK Entity #: 62633F
Date Filed: 05/27/2008 12:00 AM
State of Alaska
Department of Commerce

NOTIFICATION OF MERGER

For Foreign
Business, Non Profit, or Cooperative Corporation

If a foreign corporation authorized to transact business in this state is a party to an organic change permitted by the laws of the state or country where it is incorporated, the surviving corporation shall, within 30 days after the change becomes effective, file with the commissioner a certified copy of the articles of merger from the state of domicile. It is not necessary for the corporation to obtain a new or amended certificate of authority to transact business in this state unless the name of the corporation is changed or unless the corporation desires to pursue in this state other or additional purposes than those that it is authorized to transact in this state. In this case an Application for an Amended Certificate of Authority must be filed.

Name of the merging corporation:

Alaska Entity # if applicable:

ES&S MERGER SUB, INC.

N/A

Name of the merging corporation:

Alaska Entity # if applicable:

Attach additional sheet with additional corporations if necessary

Name of the surviving corporation:

Alaska Entity # if applicable:

ELECTION SYSTEMS & SOFTWARE, INC.

62633F

If you have specific legal questions or concerns about this filing, you are strongly advised to consult an attorney or other professional to assist you. Mail the Notification of Merger and the \$25.00 filing fee (in U.S. dollars) to:

State of Alaska
Corporations Section
PO Box 110808
Juneau, AK 99811

For additional information or forms please visit our web site at: www.corporations.alaska.gov



Delaware

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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:

"ES&S MERGER SUB, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ELECTION SYSTEMS & SOFTWARE, INC." UNDER THE NAME OF "ELECTION SYSTEMS & SOFTWARE, INC.", A CORPORATION

ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF MAY, A.D. 2008, AT 3:28 O'CLOCK P.M.

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



2158739 8100M

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6563881

DATE: 05-02-08

**CERTIFICATE OF MERGER
OF
ES&S MERGER SUB, INC.
WITH AND INTO
ELECTION SYSTEMS & SOFTWARE, INC.**

UNDER SECTION 251(g) OF THE GENERAL CORPORATION LAW OF DELAWARE

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

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

Name	State of Incorporation
Election Systems & Software, Inc.	Delaware
ES&S Merger Sub, Inc.	Delaware

Second: An Agreement and Plan of Merger, dated May 1, 2008 (the "Merger Agreement"), by and among the constituent corporations and Government Systems, Software & Services, Inc., a Delaware corporation, has been approved, adopted, executed and acknowledged by each of the constituent corporations and Government Systems, Software & Services, Inc., and by the sole stockholder of ES&S Merger Sub, Inc., in accordance with Section 251(g) of the General Corporation Law of Delaware, and the conditions specified in the first sentence of such subsection have been satisfied.

Third: Upon consummation of the merger, the surviving corporation shall be Election Systems & Software, Inc. (the "Surviving Corporation").

Fourth: Upon consummation of the merger, the 2000 Restated Certificate of Incorporation of the Surviving Corporation, as amended, shall remain unchanged except as follows:

Article IV thereof shall be amended to read in its entirety as follows:

"ARTICLE IV

The aggregate number of all classes of shares which the Corporation shall have the authority to issue is one thousand (1,000) shares of common stock, par value \$1.00 per share (the "Common Stock"). All shares of Common Stock will be identical and will entitle the holders thereof to the same rights and privileges, except as otherwise provided herein. The designations, powers, preferences and relative, participating, optional and other special rights, and the qualifications, limitations and restrictions thereof with respect to the Common Stock are as set forth in this Article 4.

1. Dividends. Each stockholder shall be entitled to receive such dividends or distributions as are lawfully declared on the stock of the Corporation as provided for in the By laws of the Corporation.

2. Voting. The holders of the Common Stock of the Corporation shall be entitled to one vote per share on each matter submitted to a vote of the stockholders; provided, however, there shall be no cumulative voting at any election of directors.

3. Liquidation. Upon dissolution of the Corporation, each stockholder shall be entitled to share ratably in the assets of the Corporation which may be available for distribution after satisfaction of creditors and any other preferences which may then exist.

4. Preemptive Rights. No stockholder shall have any preemptive right to subscribe to an additional issue of stock or to any security convertible into such stock."

A new Article X shall be added thereto to read in its entirety as follows:

"Article X.

Vote of Stockholders of Government Systems, Software & Services, Inc., Required to Approve Certain Actions. Any act or transaction by or involving the Corporation, other than the election or removal of directors, that requires for its adoption under the General Corporation Law of Delaware, the Corporation's Bylaws or this Certificate of Incorporation, the approval of the stockholders, shall also, in accordance with Section 251(g) of the General Corporation Law of Delaware, require the approval of the stockholders of Government Systems, Software & Services, Inc., a Delaware corporation, or any successor thereto by merger, by the same vote that is required by the General Corporation Law of Delaware or this Certificate of Incorporation."

Fifth: The executed Merger Agreement is on file at the offices of the Surviving Corporation located at 11128 John Galt Boulevard, Suite 200, Omaha, Nebraska 68137.

Sixth: A copy of the Merger Agreement will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the constituent corporations.

Seventh: The merger shall become effective upon the filing of a copy of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed by its duly authorized officer this 1st day of May, 2008.

Election Systems & Software, Inc.

By: [Signature]
Name: Aldo Tesi
Title: President + CEO