

NYNEX CORPORATION

MERGER OF  
NYNEX ISG ACQUISITION  
COMPANY, INC.  
A WHOLLY OWNED  
SUBSIDIARY  
OF NYNEX CORPORATION  
INTO  
AGS COMPUTERS, INC.

OCTOBER 6, 1988

VOLUME II

L. J. SCHOENBERG

CERTIFICATE

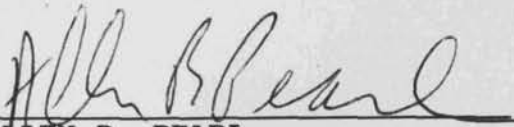
I, Allen B. Pearl, Assistant Secretary of AGS Computers, Inc. do hereby certify that the following resolutions were duly and regularly adopted by the shareholders of said corporation at a special meeting duly called and held on the 4th day of October, 1988, at which a quorum was present, which resolutions have not been modified or rescinded and are not contrary to or inconsistent with the Certificate of Incorporation and By-Laws, as amended of this corporation.

**RESOLVED**, that the Agreement and Plan of Merger by and among AGS Computers, Inc., NYNEX Corporation and NYNEX ISG Acquisition Company, Inc. pursuant to which each share of AGS Common Stock will be converted into a right to receive \$21.00 in cash together with all related agreements entered into in connection with said Agreement and Plan of Merger by and they are hereby ratified and approved; and further

**RESOLVED**, that the proposal to distribute one share of Microamerica Inc. Common Stock for each share of the Company's Common Stock be and it is hereby ratified and approved; and further

**RESOLVED**, that the officers of the corporation hereby are authorized and empowered to do any and all acts and things to execute any and all certificates, documents and papers and to make all such payments deemed necessary or appropriate by the officers so acting to carry out the intent of the foregoing resolutions, including without limitation, compliance with all applicable laws, rules and regulations.

IN WITNESS WHEREOF, I have set my hand and affixed the corporate seal as of the 6th day of October, 1988.

  
\_\_\_\_\_  
ALLEN B. PEARL  
Assistant Secretary

(Corporate Seal)

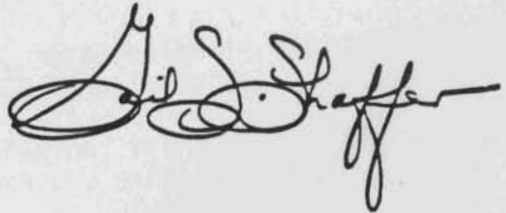
State of New York }  
Department of State } ss:

069186

*I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.*

OCT 06 1988

*Witness my hand and seal of the Department of State on*

A handwritten signature in black ink, appearing to read "D. S. Shaffer", written in a cursive style.

*Secretary of State*

CERTIFICATE OF MERGER

OF

NYNEX ISG ACQUISITION COMPANY, INC.

AND

AGS COMPUTERS, INC.

INTO

AGS COMPUTERS, INC.

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

We, the undersigned, A. Theodore Engkvist and Toehl Harding, being respectively the chairman of the board of directors, and the vice president and secretary of NYNEX ISG Acquisition Company, Inc., a New York corporation, and Joseph Abrams and Allen Pearl, being respectively the president and the assistant secretary of AGS Computers, Inc., a New York corporation, hereby certify:

(a) The name of each constituent corporation is as follows :

NYNEX ISG Acquisition Company, Inc.  
AGS Computers, Inc.

(b) The name of the surviving corporation is AGS Computers, Inc., and following the merger its name shall be AGS Computers, Inc.

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series, and the voting rights thereof, are as follows:

<u>Name of corporation</u>	<u>Designation and number of outstanding shares in each class or series</u>	<u>Class or series of shares entitled to vote</u>	<u>Shares entitled to vote together as a single class or series</u>
NYNEX ISG Acquisition Company, Inc.	Common, no par value - 1	Common	None
AGS Computers, Inc.	Common, par value \$.10-13,028,185	Common	None

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3. The Certificate of Incorporation of AGS COMPUTERS, INC. shall be the Certificate of Incorporation of the surviving corporation until altered, amended or repealed thereafter in accordance with the provisions thereof and with applicable law.

4. The effective date of the merger is the date of the filing of this Certificate of Merger.

5. The date when the Certificate of Incorporation of each constituent corporation was filed by the Department of State is as follows:

<u>Name of Corporation</u>	<u>Date of Incorporation</u>
NYNEX ISG Acquisition Company, Inc.	June 15, 1988
AGS Computers, Inc.	January 4, 1967

6. The merger was adopted by each constituent corporation in the following manner:

(a) As to NYNEX ISG Acquisition Company, Inc., by the written consents of the board of directors and of the sole shareholder thereof.

(b) As to AGS Computers, Inc., by the resolution of the board of directors and by the affirmative vote of at least two-thirds of the issued and outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, we have signed this Certificate on the 4th day of October, 1988 and we affirm the statements contained therein as true under penalties of perjury.

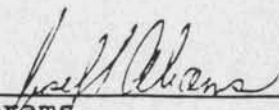
NYNEX ISG ACQUISITION COMPANY, INC.

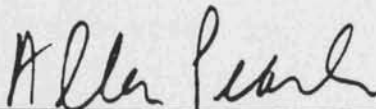
By A. Theodore Engkvist  
A. Theodore Engkvist  
Chairman of the Board of Directors

Toehi Harding  
Toehi Harding  
Vice President and Secretary

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AGS COMPUTERS, INC.

By   
Joseph Abrams  
President

  
Allen Pearl  
Assistant Secretary



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CERTIFICATE OF MERGER OF  
NYNEX ISG ACQUISITION COMPANY, INC. AND  
② AGS COMPUTERS, INC.

INTO

AGS COMPUTERS, INC.

Under §904 of the Business Corporation Law

① 6-15-88  
NYCO  
B652440-4  
NA

IMPV  
10/4

② 1-4-67  
NYCO.  
595382-6  
L-B641582-3  
25,000.000  
p. \$1.10

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED OCT 6 1988

AMT. OF CHECK \$ 50  
FILING FEE \$ 20  
TAX \$ \_\_\_\_\_  
COUNTY FEE \$ \_\_\_\_\_  
1- COPY \$ 10  
CERT \$ \_\_\_\_\_  
REFUND \$ \_\_\_\_\_  
SPEC HANDLE \$ 10  
BY new

Filed By:

NYNEX Corporation  
1113 Westchester Avenue  
White Plains, NY 10604-3510

Attn: Curtis S. Shaw

260371