

Division of Corporations

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**P00000041454****Florida Department of State**

Division of Corporations

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Katherine Harris, Secretary of State

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M. Harris

**MERGER OR SHARE EXCHANGE**

M. Harris  
3-5

Division of Corporations

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**VSAT, INC.**

Certificate of Status	0
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

VSAT, INC., a Florida corporation, document number P00000041454

INTO

**VSAT, INC.**, a Delaware entity not qualified in Florida.

File date: March 1, 2002

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 4, 2002

VSAT, INC.  
10482 NW 31ST TERRACE  
MIAMI, FL 33172

SUBJECT: VSAT, INC.  
REF: P00000041454

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submission date as file date.

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The current name of the entity is as referenced above. Please correct your document accordingly.

PLEASE CORRECT THE STATUTE NUMBER SHOWN IN #2 OF THE ARTICLES OF MERGER TO READ: 607.1105 INSTEAD OF 607.1108.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H02000047797  
Letter Number: 102A00012873

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## ARTICLES OF MERGER

OF

VSAT, INC.,  
a Delaware corporation

AND

VSAT, INC.,  
a Florida corporation

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02 MAR - 1 PM 1:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

It is hereby certified that:

1. The constituent business corporations (the "Constituent Corporations") participating in the merger herein certified (the "Merger") are:

(i) VSAT, Inc. ("VSAT-DE"), which is incorporated under the laws of the State of Delaware; and

(ii) VSAT, Inc. ("VSAT-FL"), which is incorporated under the laws of the State of Florida.

2. An Agreement and Plan of Merger (the "Agreement and Plan of Merger"), dated as of January 31, 2002, has been approved, adopted, certified, executed, and acknowledged by each of the Constituent Corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware and Section 607.1108 of the Florida Business Corporation Act. A copy of the Agreement & Plan of Merger is attached hereto as Exhibit A and incorporated by this reference. The Plan of Merger was approved by the board of directors and the shareholders of the Constituent Corporations.

3. The merger of VSAT-FL with and into VSAT-DE shall be effective upon the filing of this Articles of Merger with the Secretary of State of Florida and Delaware.

3. VSAT-DE shall be the surviving corporation in the Merger (the "Surviving Corporation") and shall continue its existence as Surviving Corporation under its present name upon the effective date of the Merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation of VSAT-DE, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The executed Agreement and Plan of Merger between the Constituent Corporations is on file at an office of the Surviving Corporation, the address of which is:

10482 NW 31<sup>st</sup> Terrace  
Miami, Florida 33172

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6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

7. The Surviving Company is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation to or the rights of dissenting shareholders of the Corporation.

8. The Surviving Company has agreed to promptly pay to the dissenting shareholders of the Corporation the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

VSAT, INC.,  
a Delaware corporation

By: David Ho  
Name: David Ho  
Title: Secretary

VSAT, INC.,  
a Florida corporation

By: \_\_\_\_\_  
Name: Ronald Jacobson  
Title: Vice President/Director

Dated: March 1, 2002

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6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

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8. The Surviving Company has agreed to promptly pay to the dissenting shareholders of the Corporation the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

VSAT, INC.,  
a Delaware corporation

By: \_\_\_\_\_  
Name: David Ho  
Title: Secretary

VSAT, INC.,  
a Florida corporation

By: \_\_\_\_\_  
Name: Ronald Jacobson  
Title: Vice President/Director

Dated: March 1, 2002

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EXHIBIT A

## PLAN AND AGREEMENT OF MERGER

OF

VSAT, INC.  
(a Florida corporation)

AND

VSAT, INC.  
(a Delaware corporation)

PLAN AND AGREEMENT OF MERGER entered into as of January 31, 2002 by VSAT, Inc., a Florida corporation ("VSAT-FL"), and approved by resolutions adopted by its Board of Directors as of said date, and entered into on January 31, 2002 by VSAT, Inc., a Delaware corporation ("VSAT-DE"), and approved by resolution adopted by its Board of Directors as of said date.

WHEREAS VSAT-FL is a Florida corporation with its principal office therein located at 10482 NW 31<sup>st</sup> Terrace, Miami, FL 33172; and

WHEREAS the total number of shares of stock which VSAT-FL has authority to issue is 330,000, shares of common stock, par value \$.001 per share; and

WHEREAS VSAT-DE is a business corporation of the State of Delaware with its registered office therein located at Corporation Service Company, 2711 Centerville Road, Suite 400 Wilmington, Delaware; and

WHEREAS the total number of shares of stock which VSAT-DE has authority to issue is 10,000,000, of which 7,000,000 are common stock, par value \$.001 per share, and of which 3,000,000 are preferred stock, par value \$.001 per share.

WHEREAS the Business Corporation Act of the State of Florida permits a merger of a business corporation of Florida with and into a business corporation of another jurisdiction; and

WHEREAS the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS VSAT-FL and VSAT-DE and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare and best interests of said corporations and their respective stockholders to merge VSAT-FL with and into VSAT-DE pursuant to the provisions of the Business Corporation Act of the State of Florida and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions



hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by VSAT-FL and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by VSAT-DE and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. VSAT-FL and VSAT-DE shall, pursuant to the provisions of the Business Corporation Act of the State of Florida and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, VSAT, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name "VSAT, Inc." pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of VSAT-FL, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Business Corporation Act of the State of Florida.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Incorporation of the surviving corporation, as therein amended and changed, as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation as therein amended and changed, shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into 3.030303 shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall be cancelled.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of VSAT-FL in accordance with the provisions of the Business Corporation Act of the State of Florida and upon behalf of the surviving corporation in

accordance with the provisions of the General Corporation Laws of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.


7. The Board of Directors and the proper officers of VSAT-FL and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

8. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware, shall be March 1, 2002.

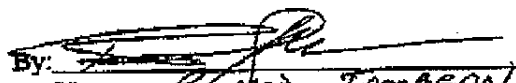
IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed on behalf of each of the constituent corporations party hereto.

Dated: January \_\_, 2002

VSAT, INC.

By:   
Name: Ronald Jacobson  
Title: CEO

VSAT, INC.

By:   
Name: Ronald JACOBSON  
Title: CEO