

P000000095270

(Requestor's Name)

From: DEBRA C ROBERTS (513)455-7655
GREENEBAUM DOLL & MCDONALD PLL
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PICK-UP WAIT MAIL

(Business Entity Name)

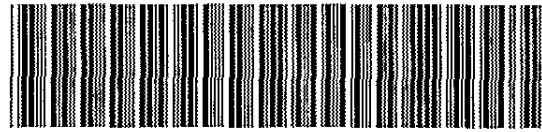
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

Merger/CC
1a 4/18/03



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04/03/03--01039--018 **43.75

04/17/03--01065--002 **35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
03 APR 17 PM 4:01

FILED



Debra C. Roberts
Direct 513/455-7655 Fax 513/762-7955 E-mail dcr3@gdm.com

FILED
03 APR 17 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 14, 2003

VIA FEDERAL EXPRESS

Florida Department of State
Amendment Section - Attn: Irene Albritton
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Filing of Merger Documents for NOVUS Holding, Inc. and NOVUS
Communication Technologies, Inc.

Dear Ms. Albritton:

I received your letter dated April 11, 2003 in regard to the above referenced filing (copy enclosed). I have enclosed a check made payable to the Department of State in the amount of \$35 to cover the remaining filing fees due. I have enclosed the executed Articles of Merger and Plan of Merger (collectively the "Merger Documents"), for the merger of NOVUS Communication Technologies, Inc., a Florida corporation, with and into NOVUS Holding, Inc., an Ohio corporation. An additional copy of the Merger Documents is also enclosed so that I can receive a certified copy of the Merger Documents upon approval.

Please endorse your approval of the Merger Documents at your earliest convenience and return the appropriate filing evidence as well as a certified copy of the Merger Documents to my attention at the address listed below.

If you have any questions concerning this matter, please contact me. Thank you for your prompt attention to this matter.

Sincerely,

Debra C. Roberts
Paralegal

Enclosures

cc: Mark H. Longenecker, Jr.

CIN:571166.1



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 11, 2003

DEBRA C. ROBERTS
GREENEBAUM DOLL & MCDONALD PLL
255 E. FIFTH ST., STE 2800
CINCINNATI, FL 45202

SUBJECT: NOVUS COMMUNICATION TECHNOLOGIES, INC.
Ref. Number: P00000095270

We have received your document for NOVUS COMMUNICATION TECHNOLOGIES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

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) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 203A00021747

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03 APR 17 PM 4: 01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

NOVUS COMMUNICATION TECHNOLOGIES, INC., a Florida corporation
(Document #P00000095270).

INTO

NOVUS HOLDING, INC., an Ohio entity not qualified in Florida

File date: April 17, 2003

Corporate Specialist: Irene Albritton

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
NOVUS Holding, Inc.	Ohio	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
NOVUS Communication Technologies,		
Inc.	Florida	P00000095270

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 TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
 The Plan of Merger was adopted by the shareholders of the surviving corporation on March 31, 2003

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
 The Plan of Merger was adopted by the shareholders of the merging corporation(s) on March 31, 2003

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
NOVUS Holding, Inc.	Ohio

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
NOVUS Communication Technologies, Inc.	Florida

Third: The terms and conditions of the merger are as follows:

See attached Exhibit A - Plan of Merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached Exhibit A - Plan of Merger.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

See attached Exhibit B.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

See attached Exhibit A - Plan of Merger.

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan") dated March 31, 2003 is between NOVUS COMMUNICATION TECHNOLOGIES, INC. ("NOVUS FL"), a Florida corporation, and NOVUS HOLDING, INC. ("NOVUS Holding"), an Ohio corporation.

1. MERGER.

1.1 Merger of NOVUS FL With and Into NOVUS Holding. Subject to the terms and conditions of this Plan, NOVUS FL shall be merged with and into NOVUS Holding (the "Merger"), effective as of the date and time of the filing of the Certificate of Merger with the Ohio Secretary of State (the "Effective Time"). The separate corporate existence of NOVUS FL shall thereupon cease; NOVUS Holding shall be the surviving corporation (the "Surviving Corporation") and the separate corporate existence of NOVUS Holding, with all its purposes, objects, rights, privileges, powers, franchises and interests shall continue unaffected and unimpaired by the merger. NOVUS Holding shall continue its corporate existence under the laws of the State of Ohio under the name NOVUS Communication Technologies, Inc. The merger shall be pursuant to the provisions of Section 607.1101 of the Florida Statutes and Section 1701.78 of the Ohio Revised Code.

1.2 Additional Actions. If, at any time after the Effective Time, the Surviving Corporation shall determine that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm of record or otherwise, in NOVUS Holding its rights, title or interest in, to or under any of the rights, properties or assets of NOVUS FL acquired or to be acquired by NOVUS Holding as a result of, or in connection with, the merger or (b) otherwise carry out the purposes of this Plan, NOVUS FL and the proper officers and directors of NOVUS FL shall have granted to NOVUS Holding an irrevocable power of attorney to (1) execute and deliver all such proper deeds, assignments and assurances in law, (2) do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in NOVUS Holding and (3) otherwise carry out the purposes of this Plan. The proper officers and directors of NOVUS Holding are fully authorized in the name of NOVUS FL or otherwise to take any and all such actions.

2. OWNERSHIP.

2.1 Conversion of Stock. At the Effective Time:

(a) Each share of NOVUS FL Common Stock, without par value per share ("NOVUS FL Common Stock"), which is issued and outstanding immediately prior to the Effective Time, shall be exchanged for .0018926 share of the Surviving Corporation, with the Surviving

Corporation issuing post-merger shares only in whole and half-share increments with no consideration for fractional shares.

(b) Each share of NOVUS Holding Common Stock, without par value per share (the "NOVUS Holding Common Stock"), which is issued and outstanding immediately prior to the Effective Time, shall be redeemed by NOVUS Holding for \$1,000.00 per share.

2.2 Cancellation of Stock. As soon as practicable after the Effective Time, the shareholders of NOVUS FL and NOVUS Holding shall surrender to the Surviving Corporation all certificates which prior to the Effective Time shall have represented any shares of NOVUS FL Common Stock or NOVUS Holding Common Stock.

3. GOVERNANCE.

3.1 Articles of Incorporation. Other than as set forth in Section 1.1 hereof, from and after the Effective Time, the attached Exhibit A shall be the Articles of Incorporation of the Surviving Corporation and shall amend and restate the Articles of Incorporation of NOVUS Holding in their entirety.

3.2 Code of Regulations. The Code of Regulations of NOVUS Holding, as in effect immediately prior to the Effective Time, shall be the Code of Regulations of the Surviving Corporation.

3.3 Directors. The directors of NOVUS Holding as of the Effective Time shall be the directors of the Surviving Corporation.

3.4 Officers. The officers of NOVUS Holding as of the Effective Time shall be the officers of the Surviving Corporation.

4. MISCELLANEOUS.

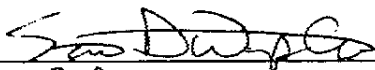
4.1 Counterparts. This Plan may be executed in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute a single agreement.

4.2 Governing Law. This Plan shall be governed by, and construed in accordance with, the laws of the State of Ohio without regard to its conflict of laws rules.

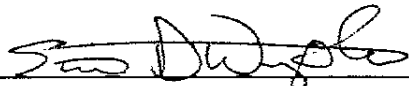
*****Signature Page Follows*****

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be executed on their behalf by their duly authorized officers as of the date first above written.

NOVUS HOLDING, INC.

By: 
Title: CEO
("NOVUS Holding")

NOVUS COMMUNICATION TECHNOLOGIES,
INC.

By: 
Title: CEO
("NOVUS FL")

CIN:566898.2

EXHIBIT B

The Articles of Incorporation of Novus Holding, Inc. are amended as follows:

Sections 1 and 2 of such Articles are amended and restated in their entirety as follows:

1. **NAME.** The name of the Corporation is **NOVUS COMMUNICATION TECHNOLOGIES, INC.**

2. **SHARES** The total number of shares which the Corporation is authorized to issue is 10,000 Common Shares, without par value. The Common Shares shall have one vote per share, shall have all the voting power of the Corporation, shall be entitled to receive the net assets of the Corporation upon dissolution, and shall be without distinction as to powers, preferences and rights.