

PO1000064255

Requester's Name

From _____
 Date 7/13/02
 Sender's Name William R. Heitz Phone 585 586 9715
 Company Law Office of William R. Heitz
 Address 3300 Monroe Ave Suite 310
 City Rochester State NY ZIP 14618

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1. _____
 (Corporation Name) (Document #)
2. _____
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3. _____
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4. _____
 (Corporation Name) (Document #)

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 DIVISION OF CORPORATIONS
 2002 SEP -4 PM 4:27

- Walk in Pick up time Certified Copy
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NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

Merger

Examiner's Initials

DC

09/04/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

KRG MANAGEMENT, INC., a Florida corporation, P01000064255

INTO

CEQUENT NEWCO, INC., a Delaware entity not qualified in Florida.

File date: September 4, 2002

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 28, 2002

WILLIAM R. HEITZ
LAW OFFICES OF WILLIAM R. HEITZ
3300 MONROE AVE., SUITE 310
ROCHESTER, NY 14618

SUBJECT: KRG MANAGEMENT, INC.
Ref. Number: P01000064255

We have received your document for KRG MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

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
Document Specialist

Letter Number: 102A00050329

RECEIVED
02 SEP -4 AM 9:09
DIVISION OF CORPORATIONS

**ARTICLES OF MERGER
OF
CEQUENT NEWCO, INC.
AND
KRG MANAGEMENT, INC.**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2002 SEP -4 PM 4:27

**To the Secretary of State
State of Florida**

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 are:

<u>Name</u>	<u>Jurisdiction</u>
Cequent Newco, Inc.	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
KRG Management, Inc.	Florida

Third: The Plan of Merger is attached.

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

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on July 25, 2002.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on July 25, 2002.

Executed on July 31, 2002.

SIGNATURE PAGES ATTACHED AND INCORPORATED HEREIN

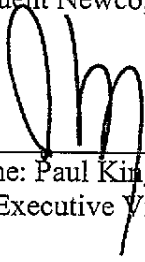
**Certificate of Merger
Cequent Newco, Inc.**

TARGET COMPANY

KRG MANAGEMENT, INC.

By: 
Kevin Gunderson, President

Cequent Newco, Inc.



By: _____
Name: Paul King
Its: Executive Vice President

END OF DOCUMENT

**PLAN OF MERGER
OF
CEQUENT NEWCO, INC.
AND
KRG MANAGEMENT, INC.**

**To the Secretary of State
State of Florida**

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 are:

<u>Name</u>	<u>Jurisdiction</u>
Cequent Newco, Inc.	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
KRG Management, Inc.	Florida

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

Names of Corporations Party to Merger. Cequent Holdings, Inc., a Delaware corporation ("Parent"); Cequent Newco ("Merger Sub"); 5CD+1.Com, Inc. a Maryland corporation ("5CD+1"); Finger Lakes Technology Corp., a Florida corporation ("FLTC"); Telecom Holdings of Andover, Inc., a New Hampshire corporation ("Telecom Holdings"), Saka International, Inc., a New Jersey corporation ("Saka"); JMc Technology, Inc., a Florida corporation ("JMC"); and KRG Management, Inc., a Florida corporation, ("KRG") (5CD+1, FLTC, Telecom Holdings, Saka, JMC and KRG are collectively referred to as the "Target Companies") being the holders of all outstanding membership units of ESS.Com, L.L.C., a Florida limited liability company ("ESS"), and Douglas Brough ("Brough"); Shae Spencer Management, L.L.C., a Florida limited liability company ("Shae"); Mark Kiley ("Kiley"); Steve Muoio and Pete Capriotti (collectively "Saka Shareholders"); Jack McHugh ("McHugh") and Kevin Gunderson ("Gunderson") (Brough, Shae, Kiley, Saka Shareholders, McHugh and Gunderson are referred to herein individually as "Shareholder" and collectively as the "Shareholders") were the parties to the merger.

The Boards of Directors of Parent, Merger Sub and the Target Companies have each determined that it is advisable and in the best interests of their respective shareholders for Parent to enter into a strategic business combination with the Target

Companies by effecting the merger of the Target Companies with and into the Merger Sub as the surviving entity (the "Merger") in accordance with the applicable provisions of Maryland General Corporation Law ("MGCL"), the Florida Business Corporation Act (the "FBCA"), the New Hampshire Business Corporation Act ("NHBCA"), the New Jersey Business Corporation Law ("NYBCL") and the Delaware General Corporation Law ("DGCL"), and upon the terms and subject to the conditions set forth in the Merger Agreement and Plan of Reorganization (the "Agreement").

Subject to and upon the terms and conditions of the Agreement and in accordance with the MGCL, FBCA, NHBCA, NYBCL and the DGCL, the Target Companies shall be merged with and into the Merger Sub, the separate corporate existence of the Target Companies shall cease upon the filing of Articles of Merger with the Maryland State Department of Assessment and Taxation pursuant to the MGCL, Articles of Merger with the Department of State of the State of Florida pursuant to the FBCA and with the Secretary of State of the State of New Hampshire pursuant to the NHBCA, and a Certificate of Merger with the Department of State of the State of New York pursuant to the NYBCL, and the Merger Sub shall continue as the surviving corporation, being the successor to all the property, rights, powers, privileges, liabilities and obligations of the Target Companies. The Merger Sub as the surviving corporation after the Merger is hereinafter referred to as the "Surviving Company."

At the time of the merger, the Articles of Incorporation and Bylaws of the Merger Sub as in effect immediately prior to the merger shall be the Articles of Incorporation and Bylaws of the Surviving Company until thereafter changed or amended as provided therein or in the DGCL.

Each director and officer of Merger Sub immediately prior to the merger shall be an initial director and officer of the Surviving Company, to hold office in accordance with the Articles of Incorporation and Bylaws, until his or her successor shall have been duly elected and shall have qualified or until his or her earlier death or resignation or removal in accordance with the Articles of Incorporation and Bylaws. Provided however, until termination of the Transition Agreement, Messrs. Brough and McHugh will each hold a seat on the board of directors of the Surviving Company.

The Parent will allocate 15,000,000 of Parent Common Stock for merger consideration. Each Shareholder shall receive the number of Parent Common Stock equal to their respective Target Company's percentage interest in ESS.

Forth: The Plan of Merger was submitted to and approved by the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner proscribed by the provisions of the Florida Business Corporation Act and any other applicable jurisdiction of incorporation.

Fifth: The non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or instruments

prescribed by the laws of the State of Florida and any other applicable jurisdiction of incorporation, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

Sixth: The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, were authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall become necessary, proper, or convenient to carry out or put into effect any of the provisions of the Plan of Merger herein provided for.