

P94000020109

**FOLEY & LARDNER**

ATTORNEYS AT LAW  
300 EAST PARK AVENUE  
TALLAHASSEE, FLORIDA 32301-1514  
TELEPHONE: (850) 222-6100  
FACSIMILE: (850) 561-6475

CHICAGO  
DENVER  
JACKSONVILLE  
LOS ANGELES  
MADISON  
MILWAUKEE  
ORLANDO

SACRAMENTO  
SAN DIEGO  
SAN FRANCISCO  
TALLAHASSEE  
— TAMPA  
WASHINGTON, D.C.  
WEST PALM BEACH

WRITER'S DIRECT LINE  
(850) 513-3387

EMAIL ADDRESS  
ptassinari@foleylaw.com

September 26, 2000

VIA HAND DELIVERY

Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399

FILED  
SEP 26 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

200003405272--8  
-09/26/00--01089--015  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Clerk:

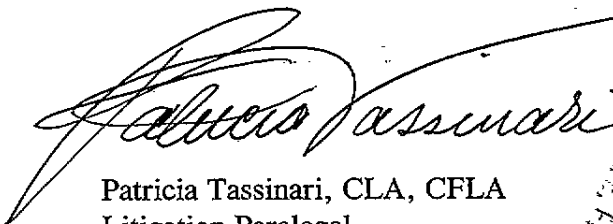
Enclosed are the original and one copy of articles of Merger of Speedcom Wireless International Corporation with and into LTI Holdings, Inc. Please stamp the copy "filed" and return it to us. We would also request a certified copy of this filing.

**PLEASE CONTACT ME ONCE THE DUPLICATE COPY IS MARKED "FILED", SO THAT I MIGHT SEND SOMEONE TO PICK IT UP and ADVISE ME OF THE COST OF OBTAINING A CERTIFIED COPY OF SAME.**

Thank you for your attention to this matter.

200003405272--8  
-09/27/00--01001--024  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Very truly yours,



Patricia Tassinari, CLA, CFLA  
Litigation Paralegal

RECEIVED  
00 SEP 26 AM 11:32  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE  
TALLAHASSEE, FLORIDA

Q. COULLIETTE SEP 26 2000

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

SPEEDCOM WIRELESS INTERNATIONAL CORPORATION, a Florida  
corporation, P94000020109

INTO

**LTI HOLDINGS, INC.**, a Delaware corporation not qualified in Florida

File date: September 26, 2000

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER  
OF  
SPEEDCOM WIRELESS INTERNATIONAL CORPORATION  
WITH AND INTO  
LTI HOLDINGS, INC.**

Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Business Corporation Act (the "Florida Act") and Title 8, Section 252 of the Delaware General Corporation Law (the "Delaware Code"), the undersigned corporations enter into these Articles of Merger by which Speedcom Wireless International Corporation, a Florida corporation ("Speedcom"), shall be merged with and into LTI Holdings, Inc., a Delaware corporation ("LTI"), and LTI shall be the surviving corporation, in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 607.1103 of the Florida Act and Section 252 of the Delaware Code. The undersigned corporations hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the merger shall become effective on the date on which these Articles of Merger are filed with the Department of State of Florida and a Certificate of Merger is filed with the Secretary of State of Delaware.

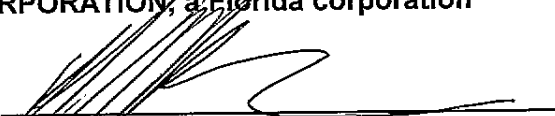
THIRD, pursuant to Sections 607.1101 and 607.1103 of the Act, the Plan was adopted by the board of directors of Speedcom on August 4, 2000 and, pursuant to Section 607.0704 of the Act, by written consent of the majority shareholder of Speedcom on September 18, 2000. The only voting group of Speedcom entitled to vote on the adoption of the Plan consists of holders of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by the group. Pursuant to the provisions of Section 252 of the Delaware Code, the Plan was adopted by the Board of Directors of LTI on August 4, 2000 and by the vote of the shareholders of LTI on September 26, 2000. The only voting group of LTI entitled to vote on the adoption of the Plan consists of the holders of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by the group.

[Signatures appear on following page]

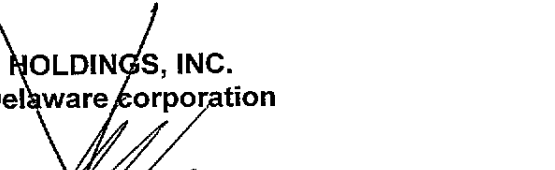
**FILED**  
00 SEP 26 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, these Articles of Merger have been executed by Speedcom as the merging corporation, and by LTI, as surviving corporation, this 26<sup>th</sup> day of September, 2000.

**SPEEDCOM WIRELESS INTERNATIONAL CORPORATION, a Florida corporation**

By:   
Michael McKinney  
Its Chief Executive Officer

**LTI HOLDINGS, INC.  
a Delaware corporation**

By:   
Michael E. Noonan  
Its President

IN WITNESS WHEREOF, these Articles of Merger have been executed by Speedcom as the merging corporation, and by LTI, as surviving corporation, this 26<sup>th</sup> day of September, 2000.

**SPEEDCOM WIRELESS INTERNATIONAL CORPORATION, a Florida corporation**

By: \_\_\_\_\_  
Bruce Sanguinetti  
Its President

**LTI HOLDINGS, INC.  
a Delaware corporation**

By: \_\_\_\_\_  
Michael E. Noonan  
Its President

## PLAN OF MERGER

This Plan of Merger (the "Plan") provides for the merger of SPEEDCOM WIRELESS INTERNATIONAL CORPORATION, a Florida corporation ("Speedcom" or the "Merging Corporation"), with and into LTI HOLDINGS, INC., a Delaware corporation ("LTI" or the "Surviving Corporation"), as follows:

1. Merger. The Merging Corporation shall be merged with and into the Surviving Corporation, the separate corporate existence of the Merging Corporation shall cease and the Surviving Corporation shall be the surviving corporation.
2. Effective Date. The Merger shall become effective on the date on which Articles of Merger are filed with the Florida Department of State and the Delaware Secretary of State ("Effective Time").
3. Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of holders thereof:
  - (a) Each share of common stock of Speedcom issued and outstanding at the Effective Time shall cease to be outstanding and shall be converted into one share of common stock of the Surviving Corporation; provided, however, that if at the Effective Time, LTI has Net Cash less than \$1.5 million, the amount of shares of common stock of the Surviving Corporation to be issued to Speedcom stockholders will be increased by an aggregate amount equal to (i) the difference between \$1.5 million and the Net Cash of LTI at the Effective Time divided by (ii) 4, multiplied by (iii) 11.5, and each Speedcom stockholder will receive a *pro rata* portion of such increase. "Net Cash" shall mean cash and cash equivalents minus (i) accrued expenses and other current liabilities (determined in accordance with generally accepted accounting principles ("GAAP") by Ernst & Young LLP at the Closing (provided, however, that regardless of whether required by GAAP, accrued expenses for purposes of such calculation shall include any severance payments to Michael Noonan), minus (ii) \$92,504 and plus (iii) the amount of cash paid by LTI to LTI stockholders in lieu of fractional shares that would otherwise have been received pursuant to the reverse stock split approved by LTI stockholders on September 26, 2000.
  - (b) Each option to acquire common stock of Speedcom outstanding immediately prior to the Effective Time will be converted into an option (a "Speedcom Option") to acquire, on substantially the same terms and conditions as were applicable under such stock option prior to the Effective Time, the number of shares of LTI common stock equal to the number of Speedcom shares the holder of such stock option would have been entitled to receive pursuant to the merger had such holder exercised such option in full immediately prior to the Effective Time (not taking into account whether or not such option was in fact exercisable).
  - (c) Each warrant to acquire common stock of Speedcom outstanding immediately prior to the Effective Time will be converted into a warrant (a "Speedcom Warrant") to acquire, on substantially the same terms and conditions as were

applicable under such stock warrant prior to the Effective Time, the number of shares of LTI common stock equal to the number of Speedcom shares the holder of such stock warrant would have been entitled to receive pursuant to the Merger had such holder exercised such warrant in full immediately prior to the Effective Time (not taking into account whether or not such warrant was in fact exercisable).

- (d) Each outstanding warrant or option to acquire LTI common stock shall remain unaffected by the merger, except for adjustments necessary as a result of the reverse stock split referred to above.
- (e) No fraction of a share of LTI common stock shall be issued, but in lieu thereof, each holder of Speedcom common stock who would otherwise be entitled to a fraction of a share of LTI common stock (after aggregating all fractional shares of LTI common stock to be received by such holder) shall receive from LTI an amount of cash (rounded to the nearest cent), without interest, equal to the product of (i) such fraction, multiplied by (ii) \$4.00.

4. Articles of Incorporation of Surviving Corporation. The Certificate of Incorporation of the Surviving Corporation, as amended and restated pursuant to the Certificate of Merger being filed with the Delaware Secretary of State in connection with the merger, shall continue to be the articles of incorporation of the Surviving Corporation on and after the Effective Time. Pursuant to such amendment and restatement, the name of the Surviving Corporation is being changed to "Speedcom Wireless Corporation" at the Effective Time.

5. Effect of Merger. On the Effective Time, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the Merger. If at any time after the Effective Time the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Corporation and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Corporation, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Corporation, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Corporation's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Merging Corporation acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

6. Abandonment. This Plan may be abandoned at any time prior to the Effective Time by either of the Merging Corporations or the Surviving Corporation, without further shareholder action and, if Articles of Merger have been filed with the Department of State of

Florida and the Secretary of State of Delaware, by filing a Certificate of Cancellation with such authorities prior to the Effective Time.