

P97000020967

ADVANCED COMMUNICATIONS TECHNOLOGY, Inc.
307 EAST 51ST STREET
NEW YORK, NY 10022
212 758-0386
(BY AIRBORNE EXPRESS)

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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*****70.00 *****35.00

Dear Sirs,

Enclosed please find 3 documents executed on behalf of Media Forum International, Inc, a Florida Corporation, document number P97000020967:

1. STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS
2. PLAN OF MERGER between Media Forum International, Inc. and Advanced Communications Technologies, Inc.
3. AMENDMENT OF ARTICLES OF INCORPORATION OF TELENETWORX/MEDIA FORUM INC.

I am enclosing a check in the amount of \$70 to cover item 1 (\$35.00) and to cover any fee which might be required for item 3. Please let me know if there are further filing fees which should be covered for the above items.

Thank you for your assistance in this matter.

Yours sincerely,


Nancy J. Needham
President

cc: Roger May
Jack Halperin, Esq.

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TALLAHASSEE, FLORIDA

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CC

ARTICLES OF MERGER
Merger Sheet

MERGING:

ADVANCED COMMUNICATIONS TECHNOLOGIES, INC., a Nevada
corporation not qualified in Florida

INTO

TELENETWORX, INC., a Florida corporation, P97000020967

File date: April 7, 1999

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 6, 1999

ADVANCED COMMUNICATIONS TECHNOLOGY, INC.
NANCY NEEDHAM
307 EAST 51ST STREET
NEW YORK, NY 10022

SUBJECT: TELENETWORX, INC.
Ref. Number: P97000020967

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

We do not file any document with photocopy signatures. If you wish to file the registered agent change, please send the original to me with this letter and I can file it for you. The merger filing needs to be done separately with a filing fee of \$70. We need the Articles and Plan of merger with original signatures to be sent with a separate cover letter and the \$70 check in order to file that for you.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 899A00017179

ARTICLES OF MERGER
of Advanced Communications Technologies, Inc.
with and into
Telenetworx, Inc. (f/k/a Media Forum International, Inc.)

Pursuant to Section 607.1101 of the Florida Business Corporations Act, TELENETWORX, INC. (f/k/a Media Forum International, Inc.), a Florida corporation ("MFI"), adopts the following Articles of Merger for the purpose of merging ADVANCED COMMUNICATIONS TECHNOLOGIES, INC., a Nevada corporation ("ACT") with and into MFI, the latter of which is to survive the merger:

ARTICLE I

The following Plan of Merger was approved by the Board of Directors of MFI in the manner prescribed by the Florida General Corporation Act:

PLAN OF MERGER

1. Advanced Communications Technologies, Inc. (hereinafter "ACT") and Telenetworx, Inc. (f/k/a Media Forum International, Inc.) (hereinafter "MFI") shall, pursuant to the provisions of the laws of the jurisdiction of organization of ACT, and of the Florida Business Corporation Act, be merged with and into a single corporation to wit, MFI, which shall be the surviving corporation upon the effective date 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 Media Forum International, Inc. pursuant to the Florida Business Corporations Act. The separate existence of ACT, sometimes referred hereinafter to as the "terminating corporation," shall cease upon the said effective date of the merger in accordance with the laws of the jurisdiction of its organization.
2. The articles of incorporation of the surviving corporation upon the effective date of the merger shall remain the articles of incorporation of said surviving corporation. The said articles of incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
3. The present bylaws of the surviving corporation will remain the bylaws of the 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 Florida Business Corporation Act.
4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be its Board of Directors and the officers of the surviving corporation, shall be as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Chief Executive Officer
President
Chief Financial Officer
Secretary

Roger May
Dr. Nancy Needham
Dr. Rex du Pont
Ms. Wendelin Hummel

and they shall hold their directorships and offices until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation and Florida law.

5. Upon the effective date of the merger the surviving corporation shall issue to the shareholders of ACT nine (9) shares of common stock of MFI for every one (1) share of currently issued and outstanding common stock of the surviving corporation. At the completion of the issuance, ninety percent (90%) of the total of the issued and outstanding shares of the common stock of the surviving corporation shall be held by the previous shareholders of ACT, and ten percent (10%) of the total of the issued and outstanding shares of the common stock of the surviving corporation shall be held by the previous shareholders of MFI.
6. Upon the effective date of the merger, the surviving corporation, Telenetworkx, Inc., will change its name to Media Forum International, Inc. in accordance with the provisions of the Florida Business Corporation Act.

ARTICLE II

The Plan of Merger was adopted by the Shareholders of ACT on February 2, 1999, and by the Shareholders of MFI on March 25, 1999.

ARTICLE III

The effective date of the Merger shall be April 7, 1999.

TELENETWORKX, INC.
(f/k/a Media Forum International, Inc.)

By: _____

Nancy J. Needham, President

ADVANCED COMMUNICATIONS
TECHNOLOGIES, INC.

By: _____

Edmond R. Du Pont, Chief Financial Officer