

P98000014942

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June 10, 2002

EDWARD P. JORDAN II, ATTORNEY

LORI L. CAMPBELL, PARALEGAL

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JUN 13 PM 3:39

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-06/13/02--01037--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Cellular Outfitters, Inc.

Dear Sir or Madam:

I am enclosing the following items for recording:

1. Articles of Merger – Cellular Outfitters, Inc.
2. Merger Agreement dated January 5, 2002
3. Our check in the amount of \$70.00.

Please record these documents and return conformed copies to my office in the enclosed envelope.

Thank you for your assistance.

Yours very truly,

Signed in Mr. Jordan's  
absence to avoid delay.

Edward P. Jordan II

EPJ:bsw  
Enc.

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*Merger*

V SHEPARD JUN 17 2002

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

MCKAY SALES & SERVICE, INC., a Florida corporation, P00000099337

INTO

**CELLULAR OUTFITTERS, INC.**, a Florida entity, P98000014942.

File date: June 13, 2002

Corporate Specialist: Velma Shepard

**ARTICLES OF MERGER – CELLULAR OUTFITTERS, INC.**  
(Profit Corporation)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
02 JUN 13 PM 3:39

**First:** The name and jurisdiction of the surviving corporation are: Cellular Outfitters, Inc., a Florida Corporation, whose address is 1500 South U.S. Highway 27, Clermont, Florida, 34711

**Second:** The name and jurisdiction of the merging corporation are: McKay Sales & Service, Inc., a Florida Corporation, whose address is 1500 South U.S. Highway 27, Clermont, Florida, 34711.

**Third:** The Plan of Merger a/k/a Merger Agreement is attached.

**Fourth:** 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 and directors of the surviving corporation on January 5, 2002.

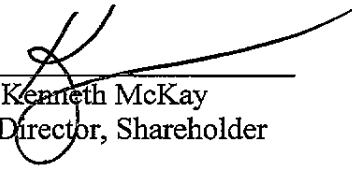
**Sixth:** The Plan of Merger was adopted by the merging corporation by its shareholders and board of directors on January 5, 2002.

**Seventh:** Signatures for each Corporation:

Cellular Outfitters, Inc.

McKay Sales & Service, Inc.


  
Name: Kenneth McKay  
Director, Shareholder

  
Name: Kenneth McKay  
Director, Shareholder

State of Florida  
County of Lake

Before me personally appeared Kenneth McKay, who after being duly sworn according to the law, and is personally known to me, and attested, affirmed, acknowledged and swore that he is the sole director, president and sole shareholder of Cellular Outfitters, Inc. and McKay Sales & Service, Inc., and that he executed the foregoing Articles of Merger, and that he has the actual, implied, and apparent authority to execute the forgoing Articles of Merger of the corporations' board of directors and shareholders and bind the respective corporations to the terms thereof, and that all statements contained herein are true and correct based on his personal knowledge and that he did take an oath.

  
Notary of Public

 Barbara Sue Ward  
My Commission CC767152  
Expires August 13, 2002

## MERGER AGREEMENT

**THIS MERGER AGREEMENT** is made in Clermont, Lake County, Florida on this 5<sup>th</sup> day of January, 2002 by and between McKay Sales & Service, Inc., a Florida Corporation ("Merging Corporation"), and Cellular Outfitters, Inc., a Florida Corporation ("Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations".

### RECITALS

**WHEREAS:** The principal and registered office of the Surviving Corporation is in the State of Florida and its Registered Agent is located at 13543 East Highway 50, Clermont, Florida, 34711 and the Articles of Incorporation of the Surviving Corporation are filed in with the Secretary of State with the State of Florida.

**WHEREAS:** The principal and registered office of the Merging Corporation is in the State of Florida and its Registered Agent is located at 13543 East Highway 50, Clermont, Florida, 34711 and the Articles of Incorporation of the Merging Corporation are filed with the Secretary of State with the State of Florida.

**WHEREAS:** The authorized capital stock of the Merging Corporation and Surviving Corporation consists of 10,000 shares of common stock with a \$.01 par value.

**WHEREAS:** the Directors of the Constituent Corporations deem it advisable and the advantage of the corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided for in this Agreement, and in accordance with the laws of the State of Florida.

**NOW THEREFORE,** in consideration of ten (\$10.00) dollars and the mutual promises and conditions contained in this Merger Agreement, receipt and sufficiency of which is hereby acknowledged by the parties hereto, the Constituent Corporations hereby agree as follows:

### ARTICLE I

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single Corporation. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease on the Effective Date of this Agreement.

### ARTICLE II

The mode of carrying the merger into effect shall be that the certificates representing the

shares of stock of the Merging Corporation shall be surrendered and cancelled on the Effective Date in exchange for an equal number of shares in the Surviving Corporation. The then outstanding shares of the Surviving Corporation shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Corporation.

**ARTICLE III**

This Agreement of Merger shall become effective on the date set forth above, regardless of when the Articles of Merger are filed with the State of Florida.

**IN WITNESS WHEREOF**, the Constituent Corporations have caused their respective corporate named to be signed to this Agreement, by their respective officers who have the actual, implied and apparent authority to execute and bind the Constituent Corporations to the terms hereof.

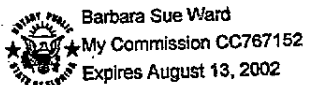
\_\_\_\_\_  
McKay Sales & Service, Inc.  
By: \_\_\_\_\_  
Title: President

\_\_\_\_\_  
Cellular Outfitters, Inc.  
By: \_\_\_\_\_  
Title: President

STATE OF FLORIDA            )  
COUNTY OF LAKE            )

**BEFORE ME**, the undersigned authority, personally appeared Kenneth S McKay, President of McKay Sales & Service, Inc., who, after being duly sworn, acknowledged, attested, affirmed and swore before me that he has the actual, implied, and apparent authority to execute the foregoing Agreement of Merger for the purposes expressed herein and all statements are true and correct. **WITNESS** my hand and official seal in the state and county above stated this 5 day of January, 2002.

Barbara Sue Ward  
Notary Public



STATE OF FLORIDA            )  
COUNTY OF LAKE            )

**BEFORE ME**, the undersigned authority, personally appeared Kenneth S McKay, President of Cellular Outfitters, Inc., who, after being duly sworn, acknowledged, attested, affirmed and swore before me that he has the actual, implied, and apparent authority to execute the foregoing Agreement of Merger for the purposes expressed

herein and all statements are true and correct. **WITNESS** my hand and official seal in the state and county above stated this 5<sup>th</sup> day of January, 2002.

Barbara Sue Ward  
Notary Public



Barbara Sue Ward  
My Commission CC767152  
Expires August 13, 2002