

P9 7000003347

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ALCAT PRODUCTIONS, LTD., a New York corporation not qualified in Florida

INTO

ALCAT COMMUNICATIONS INTERNATIONAL, INC., a Florida corporation,
P97000003347.

File date: July 2, 1997

Corporate Specialist: Darlene Connell

JUL-02 97 09:13 FROM:XL

P97000003347

6/30/97
12:03 PM

FLORIDA DIVISION OF CORPORATIONS

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((H970000107353))

TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212) 431-5000

FAX #:

(212) 431-1441

NAME: ALCAT COMMUNICATIONS INTERNATIONAL, INC.

AUDIT NUMBER.....H97000010735

DOC TYPE.....MERGER OR SHARE EXCHANGE

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PAGES..... 1

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FROM: BLUMBERG/EXCELSTOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212)431-5000

FAX #:

(212)431-1441

NAME: ALCAT COMMUNICATIONS INTERNATIONAL, INC.

AUDIT NUMBER.....H97000010735

DOC TYPE.....MERGER OR SHARE EXCHANGE

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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212)431-5000

FAX #:

(212)431-1441

NAME: ALCAT COMMUNICATIONS INTERNATIONAL, INC.

AUDIT NUMBER.....H970000010735

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041922-3708 07/01/97 15:23 Florida Department pl /1

PAGE: 01



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

July 1, 1997

ALCAT COMMUNICATIONS INTERNATIONAL, INC.
1248 SARA COURT
WINTER PARK, FL 32789

SUBJECT: ALCAT COMMUNICATIONS INTERNATIONAL, INC.
REF: P97000003347

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The FAX audit number must be on the top and bottom of each page of the document.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000010735
Letter Number: 497A00034533

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 30, 1987

ALCAT COMMUNICATIONS INTERNATIONAL, INC.
1248 SARA COURT
WINTER PARK, FL 32789

SUBJECT: ALCAT COMMUNICATIONS INTERNATIONAL, INC.
REF: P97000003347

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The merger should include 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.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000010735
Letter Number: 797A00034327

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF MERGER

OF

ALCAT PRODUCTIONS, LTD.
(A New York Corporation)

AND

ALCAT COMMUNICATIONS INTERNATIONAL, INC.
(A Florida Corporation)

FILED
97 JUL -2 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The names of the corporations which are parties to the merger are ALCAT PRODUCTIONS, LTD., AND ALCAT COMMUNICATIONS INTERNATIONAL, INC., the surviving corporation.

2. The merger was approved by the shareholders of ALCAT COMMUNICATIONS INTERNATIONAL, INC. on April 2, 1997, and by the shareholders of ALCAT PRODUCTIONS, LTD. on May 13, 1997.

3. Affixed hereto is the following:

Plan of Merger entitled "Plan of Merger of ALCAT PRODUCTIONS, LTD. into ALCAT COMMUNICATIONS INTERNATIONAL, INC."

Dated and signed this 16th day of June, 1997.

BlumbergExcelsior
62 White St
New York, NY 10013
212-431-5000

ALCAT PRODUCTIONS, LTD.

Catherine S. Kadragic
Catherine Kadragic, President

Alma Kadragic
Alma Kadragic, Secretary

ALCAT COMMUNICATIONS
INTERNATIONAL, INC.

Alma Kadragic
Alma Kadragic, President

Al Kadragic
Al Kadragic, Secretary

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TO:FLAFXINC

PAGE:05

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PLAN OF MERGER
OF
ALCAT PRODUCTIONS, LTD.
INTO
ALCAT COMMUNICATIONS INTERNATIONAL, INC.

BlumbergExcelsior
62 White St
New York, NY 10013
212-431-5000

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THIS PLAN OF MERGER, sometimes hereinafter called the "Plan," between ALCAT COMMUNICATIONS INTERNATIONAL, INC., a Florida corporation, sometimes referred to as "ACI" or the "Surviving Corporation," and ALCAT PRODUCTIONS, LTD., a New York Corporation, sometimes referred to as "APL"; ACI and APL sometimes called "constituent corporations."

WHEREAS, ACI is a corporation organized and existing under and by virtue of the laws of the State of Florida.

WHEREAS, APL is a corporation organized and existing under and by virtue of the laws of the State of New York.

WHEREAS, the boards of directors of ACI and APL respectively, deem it desirable and in the best interests of their respective corporations and of the shareholders of same that APL be merged into ACI.

NOW THEREFORE, in consideration of the premises and the mutual promises and covenants herein contained, and subject to the conditions set forth below, the constituent corporations agree as follows:

1. The names of the constituent corporations are ALCAT COMMUNICATIONS INTERNATIONAL, INC., and ALCAT PRODUCTIONS, LTD.
2. The name of the surviving corporation is ALCAT COMMUNICATIONS INTERNATIONAL, INC.
3. As to each constituent corporation, the designation and number of outstanding shares of each class and the series and the voting rights thereof are as follows:

ALCAT COMMUNICATIONS INTERNATIONAL, INC.

Outstanding shares:

Fifty (50) common shares, each entitled to one vote, without class voting.

ALCAT PRODUCTIONS, LTD.

Outstanding Shares:

Fifty (50) common shares, each entitled to one vote, without class voting.

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62 White St
New York, NY 10013
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2.

4. Upon the merger, the separate corporate existence of APL shall cease, and the surviving corporation shall become the owner, without other transfer, of all rights and property of the constituent corporations, and the Surviving Corporation shall become subject to all of the liabilities, obligations and penalties of the constituent corporations.

5. The purposes of the corporation, the county where the principal office for the transaction of business shall be located, the number of directors, and the capital stock of the Surviving Corporation shall be as they appear in the certificate of incorporation of the Surviving Corporation currently in effect without amendment.

6. The bylaws of ACI, as in effect on the effective date, shall be the bylaws of the Surviving Corporation, unless and until the same shall be altered, amended or repealed, or until new bylaws are adopted.

7. The names and addresses of the persons who shall constitute the board of directors of the Surviving Corporation, and who shall hold office until the first annual meeting of the shareholders of the Surviving Corporation are as follows:

Al Kadragic, 139 Carley Avenue, Huntington, NY 11743
Catherine Kadragic, 139 Carley Avenue, Huntington, NY 11743
Alma Kadragic, 1248 Sara Court, Winter Park FL 32789

8. The method of converting the shares of the constituent corporations into shares of the Surviving Corporation shall be as follows:

a.) All of the outstanding common shares of APL, outstanding on the effective date of the merger, shall forthwith, upon such effective date, be automatically canceled and the then outstanding common shares of ACI each having a par value of \$1.00 shall thereupon constitute the sole outstanding stock of the Surviving Corporation, and shall thereupon represent the combined capital pertaining to both of the constituent corporations.

b.) Upon the effective date of the merger the outstanding shares of ACI shall remain unchanged and shall continue to be represented by the same stock certificates theretofore issued.

c.) Any shares of ACI held in its treasury on the effective date of the merger shall not be deemed outstanding and shall be canceled.

d.) After the effective date of the merger, holders of certificates of shares of common stock of APL shall surrender them to the Surviving Corporation, or its duly appointed agent, in such manner as the Surviving Corporation shall require. To the extent that a shareholder of APL is also a current shareholder of ACI, and the extent of his or her ownership in the Surviving Corporation remains unchanged from what it was prior to the merger, no new certificates of the Surviving Corporation need be issued.

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3.

9. Neither APL nor ACI, the Surviving Corporation, shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this agreement.

10. The directors of either constituent corporation may, in their discretion, abandon this merger, subject to the rights of third parties under any contracts relating to it, without further action or approval by the shareholders of the corporation, at any time before the merger has been completed.

11. It is intended that this Plan of Merger qualify as a corporate reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

12. The effective date of this Plan of Merger shall be the date of completion of the filing of the Certificate of Merger by the Secretary of State of the State of New York and of Articles of Merger by the Secretary of State of the State of Florida.

13. The foregoing Plan has been duly and unanimously approve by the respective boards of directors and the shareholders of each constituent corporation on the dates specified below:

Approved by Board of Directors of:

ALCAT COMMUNICATIONS INTERNATIONAL, INC.--- March 19, 1997, and by
ALCAT PRODUCTIONS, INC.--- May 6, 1997

Approved by the Shareholders of:

ALCAT COMMUNICATIONS INTERNATIONAL, INC.---April 2, 1997, and by
ALCAT PRODUCTIONS, LTD.---May 13, 1997.

14. Alma Kadragic, President of ACI, shall remain the Surviving Corporation's Registered Agent in the State of Florida. The Registered Office of the Surviving Corporation in the State of Florida shall remain at 1248 Sara Court, Winter Park, FL 32789.

15. The Surviving Corporation does not intend to have a registered office in the State of New York and will not do business in the State of New York unless and until an application for authority to do business in the State of New York has been filed.

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62 White St
New York, NY 10013
212-431-5000

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4.

The Certificate of Merger to be filed in the State of New York shall name the Secretary of State of the State of New York, its agent upon whom process may be served according to law.

Signed this 16th day of June, 1997.

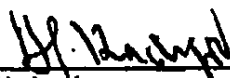
ALCAT COMMUNICATIONS INTERNATIONAL, INC.

BY 
Alma Kadragic, President


ALCAT PRODUCTIONS, INC.

By 
Catherine Kadragic, President

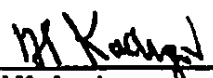
Officers, Directors and Shareholders of ACI


Al Kadragic


Catherine Kadragic


Alma Kadragic

Officers, Directors and Shareholders of APL


Al Kadragic


Catherine Kadragic


Alma Kadragic

BlumbergExcelsior
62 White St
New York, NY 10013
212-431-5000

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