

# 379954

W. H. McAnnally IV  
Attorney at Law  
Sunshine State Federal S & L Bldg.  
420 W. Brandon Blvd., Suite 202  
Brandon, FL 33511  
(813) 653-0772



Department of State  
Division of Corporations  
Attn: Louise Jackson, as Supervisor  
P.O. Box 6327  
Tallahassee, FL 32314

May 22, 2001

Cert. #: 7099 3400 0003  
8240 1716

Re: Merger

Dear Louise Jackson,

300004419283--6  
-06/14/01--01020--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

As per our recent telephone conversations regarding lost documents, again please find true and correct copies of the following documents originally sent to the Division of Corporations:

As pertaining the Department's correspondence dated February 17, 2000 (letter # 000A00008495), again enclosed please find a copy of the completed Corporation Reinstatement Form originally submitted and a new check numbered 7023 in the amount \$750.00 made payable to the Department of State for the reinstatement of CORNERSTONE COMMUNICATIONS, INC., as provided to my office by ALPHATRONICS, INC. During this delay it is my understanding that the name CORNERSTONE COMMUNICATIONS, INC. has been taken by another party, however, as per our discussion, CORNERSTONE COMMUNICATIONS, INC., is the non-surviving corporation therefore name use will not be an issue for ALPHATRONICS, INC., as the surviving corporation. We need only to affect the reinstatement of CORNERSTONE COMMUNICATIONS, INC. for purposes of the merger.

Once again, enclosed are two copies of the Plan and Articles of Merger for CORNERSTONE COMMUNICATIONS, INC., as the Nonsurviving Corporation; and ALPHATRONICS, INC., as the Surviving Corporation.

Please file a copy of the enclosed Plan and Articles of Merger and return a non-certified copy to the undersigned.

Sincerely,

William H. McAnnally IV

Copy to: ALPHATRONICS, INC.

OK to file Per Susan Payne  
Correspondence wasn't received  
regarding reinstatement and filing  
fees.

Merger  
LHJ  
7-11-2001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2001 JUN 14 PM 11 25

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Department of State  
Division of Corporations  
Attn: Louise Jackson, as Supervisor  
P.O. Box 6327  
Tallahassee, FL 32314

June 11, 2001

Re: Merger

Dear Louise Jackson,

Enclosed please find check numbered 2791 in the amount of \$70.00 representing filing fee for the Plan and Articles of Merger for CORNERSTONE COMMUNICATIONS, INC., as the Nonsurviving Corporation; and ALPHATRONICS, INC., as the Surviving Corporation.

Please file the Plan and Articles of Merger and return a non-certified copy to the undersigned.

Sincerely,

  
William H. McAnnally, IV

Copy to: ALPHATRONICS, INC.

ARTICLES OF MERGER  
Merger Sheet

MERGING: \_\_\_\_\_

CORNERSTONE COMMUNICATIONS, INC., a Florida corporation (Document  
#P97000069297)

INTO

**ALPHATRONICS, INC.**, a Florida entity, 379954.

File date: June 14, 2001

Corporate Specialist: Louise Flemming-Jackson

2001 JUN 14 PM 1:25

PLAN AND ARTICLES OF MERGER

THIS PLAN AND ARTICLES OF MERGER (the "Agreement"), is made and entered into this 4th day of February, 2000, by and among CORNERSTONE COMMUNICATIONS, INC., also hereinafter referred to as the "Nonsurviving Corporation"; and ALPHATRONICS, INC., also hereinafter referred to as the "Surviving Corporation"; each being corporations organized and existing under the laws of the State of Florida. The corporations will sometimes be referred to in this Agreement collectively as the "Constituent Corporations" and individually as a "Constituent Corporation".

WITNESSETH

WHEREAS, each Constituent Corporation has provided to the other a written disclosure of any and all assets and liabilities. Each Constituent Corporation has relied upon such disclosures for entering into such Agreement.

WHEREAS, the Board of Directors of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations and their respective stockholders that CORNERSTONE COMMUNICATIONS, INC., be merged with and into ALPHATRONICS, INC., as authorized by Florida Statute Chapter 607 and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, CORNERSTONE COMMUNICATIONS, INC., by its Articles of Incorporation which were filed by the Florida Department of State on August 11, 1997, has an authorized capitalization of 1,000 Shares Common Stock, of which 1,000 shares are issued and outstanding; and

WHEREAS, ALPHATRONICS, INC., by its Articles of Incorporation which were filed by the Florida Department of State on April 5, 1971, had an authorized capitalization of 1000 Shares Common Stock, par value \$10.00 per share. Thereafter, ALPHATRONICS, INC., by its Articles of Amendment which were filed by the Florida Department of State on February 13, 1989, has an authorized capitalization of 5000 Shares Common Stock, par value \$10.00 per share, of which 1080 shares are issued and outstanding; and

NOW, THEREFORE, the Constituent Corporations, by and between themselves and their respective Boards of Directors and stockholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Nonsurviving Corporation be merged with and into the Surviving Corporation, and that the Surviving Corporation merge the Nonsurviving Corporation with and into itself pursuant to the provisions of the laws of the State of

Florida, and do hereby agree upon and prescribe the terms and conditions of such merger and the mode of carrying the same into effect in the following Plan and Articles of Merger:

#### ARTICLE I

CORNERSTONE COMMUNICATIONS, INC., as the Nonsurviving Corporation shall be merged with and into ALPHATRONICS, INC., as the Surviving Corporation; and that ALPHATRONICS, INC., as the Surviving Corporation merge CORNERSTONE COMMUNICATIONS, INC., as the Nonsurviving Corporation with and into itself pursuant to the provisions of the laws of the State of Florida.

#### ARTICLE II

The terms and conditions of the merger are as follows:

(a) Until altered, amended, changed or repealed, the Articles of Incorporation of the Surviving Corporation in effect on the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation.

(b) Until altered, amended, changed or repealed as provided therein, the bylaws of the Surviving Corporation in effect on the effective date of the merger shall be the bylaws of the Surviving Corporation.

(c) The officers and directors of the Surviving Corporation on the effective date of the merger shall be and remain the officers and directors of the Surviving Corporation and shall hold their respective offices until their respective successors shall have been elected and qualified, unless they earlier die, resign, or are removed.

(d) The Surviving Corporation shall pay all expenses of carrying this Agreement into effect and of accomplishing the merger.

(e) If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, title to any property or rights of the Constituent Corporations, the proper officers and directors of the Constituent Corporations shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise, to carry out the intent or accomplish the purposes of this Agreement.

### ARTICLE III

The manner and basis of converting the outstanding shares of capital stock of the Constituent Corporations into the capital stock of the Surviving Corporation in the merger, on the basis of fair values assigned to such outstanding shares, shall be as follows:

(a) Upon the effectiveness of the merger, ELLIOTT ACOSTA, sole holder of 1,000 shares of common stock, representing all outstanding shares of CORNERSTONE COMMUNICATIONS, INC., shall without further action on the part of ALPHATRONICS, INC., be surrendered and converted into 454 shares of common stock of ALPHATRONICS, INC., as the Surviving Corporation.

(b) Upon the effectiveness of the merger, each issued and outstanding share of the common stock of the Nonsurviving Corporation shall, without further action on the part of the holder thereof, be null and void, canceled, and of no further force or effect.

(c) As soon as practical after the effective date of the merger, (1) each holder of a certificate or certificates representing outstanding shares of common stock of the Nonsurviving Corporations, shall surrender such certificate or certificates to be canceled in the corporate records of the appropriate Nonsurviving Corporation, and (2) ELLIOTT ACOSTA, the holder of the certificate representing the outstanding shares of common stock of CORNERSTONE COMMUNICATIONS, INC., shall surrender such certificate or certificates for conversion as specified above. No further tender of shares or certificates shall be required as a result of the merger.

### ARTICLE IV

(a) This Agreement and the merger contemplated by it were approved and adopted by resolution of the Board of Directors and stockholders of the Constituent Corporations on February 4, 2000.

(b) The merger contemplated hereby shall be effective upon the filing of this Agreement by the Department of State of the State of Florida.

### ARTICLE V

In order to facilitate the filing and recording of the Agreement the same may be simultaneously executed in several counterparts, each of which as executed shall be deemed to be an original; and, such counterparts shall together constitute one and the same instrument.

CORNERSTONE COMMUNICATIONS, INC.,  
a Florida corporation

By: Elliott ACOSTA  
ELLIOTT ACOSTA, as President

Date: 2.4.2000

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Plan and Articles of Merger, was acknowledged before me this 4th day of February, 2000, by ELLIOTT ACOSTA, as a duly authorized agent of CORNERSTONE COMMUNICATIONS, INC., who is personally known to me or who has produced Florida driver's license as identification and who did not take an oath..

[Signature] (SEAL)  
(Signature of person taking acknowledgment)

William H. McAnnally IV  
(Printed Name of officer taking acknowledgment)

NOTARY PUBLIC  
(Title or rank)

 William H McAnnally IV  
My Commission CC891145  
Expires December 08, 2003

(Serial number, if any)

ALPHATRONICS, INC.,  
a Florida corporation

By: *Willard L. Hausenfluck*  
WILLARD L. HAUSENFLUCK,  
as President

Date: 2-4-2000

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Plan and Articles of Merger, was acknowledged before me this 4th day of February, 2000, by WILLARD L. HAUSENFLUCK, as a duly authorized agent of ALPHATRONICS, INC., who is personally known to me or who has produced Florida driver's license as identification and who did not take an oath.

(SEAL)

*William H. McAnnally IV*  
(Signature of person taking acknowledgment)

William H. McAnnally IV  
(Printed Name of officer taking acknowledgment)

NOTARY PUBLIC  
(Title or rank)



William H McAnnally IV  
My Commission CC891145  
Expires December 06, 2003

(Serial number, if any)