

389783

**NTE**

National Telephone & Electronics, Inc.  
P.O. Box 161679 Miami, Florida 33116-1679

(Address)

(City/State/Zip/Phone #)

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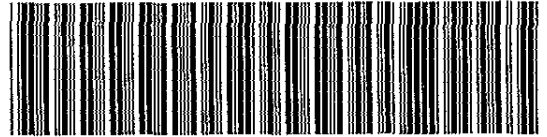
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(Business Entity Name)

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(Document Number)

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06 JAN 23 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

JAN 23 2006

*Merger*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 11, 2006

NATIONAL TELEPHONE & ELECTRONICS, INC.  
P.O. BOX 161679  
MIAMI, FL 33116-1679

SUBJECT: NATIONAL TELEPHONE AND ELECTRONICS, INC.  
Ref. Number: 389783

We have received your document for NATIONAL TELEPHONE AND ELECTRONICS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete the Articles of Merger.

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) 245-6927.

Tracy Smith  
Document Specialist

Letter Number: 206A00002167

**ARTICLES OF MERGER**  
**(Profit Corporations)**

FILED  
06 JAN 23 PM  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>National Telephone &amp; Electronics, Inc.</u>	<u>FL</u>	<u>389783</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Internet Business Strategies, Inc.</u>	<u>FL</u>	<u>P99000088437</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR**      /      /      (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/1/2005.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12-1-05 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)  
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/1/2005 and shareholder approval was not required.

(Attach additional sheets if necessary)

# PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>National Telephone &amp; Electronics, Inc.</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Internet Business Strategies, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

**Third:** The terms and conditions of the merger are as follows:

*All Assets of Internet Business Strategies (IBS) will be Transferred to National Telephone & Electronics, INC. (NTE). NTE HAS A DBA "Internet Business Strategies" Filed with The State AS A Fictitious NAME. The IBS corporation will be Dissolved.*

**Fourth:** 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 are as follows:

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

*All stock for IBS will be canceled no stock transfer will take place as all stock in both corporation are owned by Mr. Joe Ardolino*

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

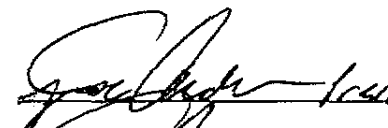
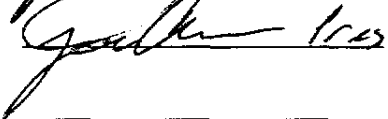
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

National Telephone & Electronics, Inc.

Joe Ardolino Pres.

Internet Business Strategies, Inc.

Joe Ardolino Pres.