

418080

BENNETT G. FELDMAN

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Telephone (305) 445-9909 Fax (305) 461-5088

January 6, 1999

Secretary of State  
Division of Corporations  
Tallahassee FL 32301

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

I herewith enclose the Plan of Merger between United States Telephone Company, Inc. and Sarbey Systems Corp. with my check in the amount of \$35.00 70.00

Please return a file stamped copy of the Plan with your receipt.

Very truly yours

*Bennett G. Feldman*  
BENNETT G. FELDMAN

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER**  
**Merger Sheet**

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

**SARBEY SYSTEMS CORP., a Florida corporation, document #500897**

**INTO**

**UNITED STATES TELEPHONE COMPANY, a Florida corporation, 418080.**

File date: February 23, 1999

Corporate Specialist: Carol Mustain



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 15, 1999

BENNETT FELDMAN  
SUITE 508  
2655 LEJEUNE ROAD  
CORAL GABLES, FL 33134

SUBJECT: UNITED STATES TELEPHONE COMPANY  
Ref. Number: 418080

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

The document should also include 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) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 299A00002272

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99 FEB 22 PM 4:15  
DIVISION OF CORPORATIONS

PLAN OF MERGER  
BY AND BETWEEN  
UNITED STATES TELEPHONE COMPANY, INC.  
(The Parent Corporation)  
and  
SARBAY SYSTEMS CORP  
(The Subsidiary Corporation)

THIS PLAN OF MERGER, made this 15th day of December, 1998 by and between United States Telephone Company, Inc., a Florida Corporation (the Parent corporation) and Sarbey Systems Corp., a Florida Corporation, (the Subsidiary corporation), said Corporations being collectively referred to as "constituent corporations".

WHEREAS, all of the authorized and issued shares of stock of Sarbey Systems Corp. are owned by United States Telephone Company, Inc., and;

WHEREAS, the Board of Directors of the parent, United States Telephone Company, Inc. deems it advisable that Sarbey Systems Corp., ("the disappearing corporation") be merged into United States Telephone Company, Inc. ("the surviving corporation") under the laws of the State of Florida in the manner provided thereafter.

NOW THEREFORE, in consideration of the premises and the mutual agreements herein contained, the constituent corporations have agreed to merge upon the terms and conditions below stated.

1. AGREEMENT TO MERGE. The constituent corporations hereby agree that Sarbey Systems Corp, the subsidiary corporation shall be the disappearing corporation and shall be merged into United States Telephone Company, Inc. the parent corporation which shall be the surviving corporation.

2. MODE OF EFFECTING MERGER. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the

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OFFICE OF THE CLERK  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

surviving corporation, shall be as follows:

a. All assets and interests of any kind whatsoever of the disappearing corporation, including all debts due on any and all accounts, shall become the property of the surviving corporation, and the title to any and all property shall be vested in the surviving corporation and shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon the property of the constituent corporations shall be preserved unimpaired, and all debts, liabilities and duties of the disappearing corporation shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts.

b. The shares of Sarbey Systems Corp. shall be canceled.

3. EFFECTIVE DATE. This Plan of Merger shall be effective upon filing with the Florida Department of State or December 31, 1998, whichever shall last occur.

IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, hereunto duly authorized by the respective Board of Directors and shareholders of the constituent corporations.

UNITED STATES TELEPHONE  
COMPANY, INC

  
ROBERT BUCKMAN, President

SARBEY SYSTEMS CORP.

By   
ROBERT BUCKMAN, President

**CERTIFICATE OF**

**UNITED STATES TELEPHONE COMPANY, INC..**

We, Robert Buckman, President and Vickie Buckman, Secretary of United States Telephone Company, Inc., do hereby certify:

1. That all of the shares of Sarbey Systems Corp., the subsidiary are owned by the parent, United States Telephone Company, Inc.
2. There are no shareholders entitled to vote other than United States Telephone Company, Inc. who has consented to the Plan of Merger.
3. The foregoing Plan of Merger was approved by the directors of United States Telephone Company, Inc. at special meeting held December 15, 1998, a quorum being present and voting.
4. This merger is as provided in Florida Statute section 607.1104 and no shareholder approval is required.

IN WITNESS WHEREOF, we have hereunto set our hands this December \_\_, 1998

UNITED STATES TELEPHONE COMPANY, INC.

SEAL

BY:   
ROBERT BUCKMAN, PRESIDENT

  
VICKIE BUCKMAN, SECRETARY

ARTICLES OF MERGER  
BY AND BETWEEN  
UNITED STATES TELEPHONE COMPANY, INC.  
(The Parent Corporation)  
and  
SARBAY SYSTEMS CORP  
(The Subsidiary Corporation)

Pursuant to the provisions of section 607.1104, Florida Statutes, United States Telephone company, Inc. and Sarbey Systems Corp adopt the following articles of merger.

1. Sarbey Systems Corp, the subsidiary corporation shall be the disappearing corporation and shall be merged into United States Telephone Company, Inc. the parent corporation which shall be the surviving corporation.

2. . The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows:

a. All assets and interests of any kind whatsoever of the disappearing corporation, including all debts due on any and all accounts, shall become the property of the surviving corporation, and the title to any and all property shall be vested in the surviving corporation and shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon the property of the constituent corporations shall be preserved unimpaired, and all debts, liabilities and duties of the disappearing corporation shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts.

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UNITED STATES TELEPHONE  
COMPANY, INC

  
ROBERT BUCKMAN, President

SARBAY SYSTEMS CORP.

By   
ROBERT BUCKMAN, President