

698480

CORPORATE
ACCESS,
INC.

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Merger

1.) U.C.I. Merger Sub, Inc. (info) Universal Cam, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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3.) _____
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(CORPORATE NAME & DOCUMENT #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING: _____

UCI MERGER SUB, INC., a FL corp., P00000051326

INTO

UNIVERSALCOM, INC., a Florida entity, 698480.

File date: July 10, 2000

Corporate Specialist: Susan Payne

ARTICLES OF MERGER
BETWEEN
UCI MERGER SUB, INC.
AND
UNIVERSALCOM, INC.

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00 JUL 10 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
UCI Merger Sub, Inc.	Florida

SECOND: The exact name, and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
UniversalCom, Inc.	Florida

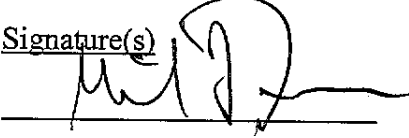
THIRD: The attached Plan of Merger meets the requirements of section 607.1101, Florida Statutes.

FOURTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Secretary of State.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on June 2, 2000.

SIXTH: The Plan of merger was adopted by the shareholders of the merging corporation(s) on June 2, 2000.

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
UCI Merger Sub, Inc.		Michael LaFrance, President
UniversalCom, Inc.	_____	_____

**ARTICLES OF MERGER
BETWEEN
UCI MERGER SUB, INC.
AND
UNIVERSALCOM, INC.**

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

FIRST: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
UCI Merger Sub, Inc.	Florida

SECOND: The exact name, and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
UniversalCom, Inc.	Florida

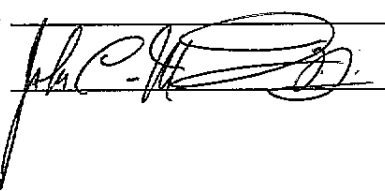
THIRD: The attached Plan of Merger meets the requirements of section 607.1101, Florida Statutes.

FOURTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Secretary of State.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on June 2, 2000.

SIXTH: The Plan of merger was adopted by the shareholders of the merging corporation(s) on June 2, 2000.

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
UCI Merger Sub, Inc.		
UniversalCom, Inc.		John C. McNamara, II Chairman

**PLAN OF MERGER BETWEEN
UCI MERGER SUB, INC.
AND
UNIVERSALCOM, INC.**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with the Florida Business Corporation Act, pursuant to section 607.1101, Florida Statutes, is being submitted in accordance with the Florida Business Corporation Act, section 607.1105, Florida Statutes.

FIRST: The exact name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
UCI Merger Sub, Inc. (the "Merged Corporation")	Florida

SECOND: The exact name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
UniversalCom, Inc. (the "Surviving Corporation")	Florida

THIRD: The terms and conditions of the merger are as follows:

The Merged Corporation shall be merged with and into the Surviving Corporation, to exist and be governed by the Florida Business Corporation Act. As of the Effective Time (as defined below), the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall continue its existence under the name "UniversalCom, Inc." and shall succeed, without other transfer, to all the rights and property of the Merged Corporation and shall be subject to all the debts and liabilities of the Merged Corporation in the same manner as if the Surviving Corporation had itself incurred them. The Surviving Corporation shall carry on business with both its own assets and the assets of the Merged Corporation. The Articles of Incorporation and Bylaws of the surviving Corporation, each as in force and effect as of the Effective Time, shall continue unchanged and will be the Articles of Incorporation and Bylaws of the Surviving Corporation from and after the Effective Time, and said Articles of Incorporation and Bylaws shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act. The directors and officers of the Merged Corporation as of the Effective Time shall be the directors and officers of the Surviving Corporation.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of the Merged Corporation into the interests, shares, obligations or other securities of the Surviving Corporation, in whole or in part, into cash or other property are as follows:

Each issued and outstanding share of the capital stock of the Merged Corporation shall be converted, as of the Effective Time (as defined below) into and become

one fully paid and nonassessable share of common stock of the Surviving Corporation.

FIFTH: The merger shall be effective upon the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Time").

The following are the directors and officers of UCI Merger Sub:

Michael La France	President ← <i>SOLE DIRECTOR</i>
Kevin Hendricks	Secretary
William Jetton	Assistant Secretary
Ron Harold	Treasurer

The address of all of these individuals is:

Two North Main Street
Greenville, SC 29601