

698480

CT CORPORATION SYSTEM

FILED
01 JAN -8 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

(1) Sullivan Telephone & Telecommunications, Inc. (2) Infinity Data Systems, Inc.

merged into: Universal Com, Inc.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/8/01

Order#: 3503416

300003527629--5

-01/08/01--01016--028

Ref#: *****105.00 *****105.00

Amount: \$ _____

MS

Q. COULLETTE JAN 08 2001

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

RECEIVED
01 JAN -8 PM 12:21
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SULLIVAN TELEPHONE & TELECOMMUNICATIONS, INC., an Alabama
corporation not qualified

INFINITY DATA SYSTEMS, INC., a Louisiana corporation not qualified

INTO

UNIVERSALCOM, INC., a Florida entity, 698480.

File date: January 8, 2001

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the surviving corporation:

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

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Sullivan Telephone & Telecommunications, Inc.</u>	<u>Alabama</u>
<u>Infinity Data Systems, Inc.</u>	<u>Louisiana</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 01 / 10 / 01 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 01/05/01 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 01/05/01 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

[illegible]

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

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

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Sullivan Telephone & Telecommunications, Inc.</u>	<u>Alabama</u>
<u>Infinity Data Systems, Inc.</u>	<u>Louisiana</u>
<u></u>	<u></u>
<u></u>	<u></u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

SEE ATTACHED RIDER

(Attach additional sheets if necessary)

RIDER
TO PLAN OF MERGER
UNIVERSALCOM, INC.

- (a) Sullivan Telephone & Telecommunications, Inc. Upon the merger becoming effective, all of the shares of capital stock of Sullivan Telephone & Telecommunications, Inc. shall be canceled and no additional shares of capital stock of Sullivan Telephone & Telecommunications, Inc. shall be issued.
- (b) Infinity Data Systems, Inc. Upon the merger becoming effective, all of the shares of capital stock of Infinity Data Systems, Inc. shall be canceled and no additional shares of capital stock of Infinity Data Systems, Inc. shall be issued.
- (c) UniversalCom, Inc. Upon the merger becoming effective, all of the shares of capital stock of UniversalCom, Inc. outstanding immediately prior to the effectiveness of the merger shall continue to be outstanding immediately after the effectiveness of the merger.