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MERGER OR SHARE EXCHANGE

NEX-LINK ACQUISITION CORP.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

NEX-LINK COMMUNICATION PROJECT SERVICES, LLC A FLORIDA ENTITY

into

NEX-LINK ACQUISITION CORP., a Delaware entity F02000002839

File date: July 12, 2002

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 11, 2002

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1900 AM DRIVE
QUAKERTOWN, PA 18951

SUBJECT: NEX-LINK ACQUISITION CORP.
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Articles of Merger
of

Nex-Link Acquisition Corp., a Delaware Corporation,
with

Nex-Link Communication Project Services, LLC, a Florida Limited Liability Company

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ARTICLES OF MERGER between Nex-Link Acquisition Corp., a Delaware corporation ("Nex-Link Acquisition"), and Nex-Link Communication Project Services, LLC., a Florida limited liability company ("Nex-Link Communications"). L-14 211

Under §607.1109 of the Florida Business Corporation Act (the "BCA Act"), and §608.4382 of the Florida Limited Liability Company Act (the "LLC Act"), Nex-Link Acquisition and Nex-Link Communications adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated June 3, 2002 ("Plan of Merger") between Nex-Link Acquisition and Nex-Link Communications was approved and adopted by the sole director and the sole shareholder of Nex-Link Acquisition on June 27, 2002 and by the members of Nex-Link Communications on 6-28, 2002.

2. Under the Plan of Merger, all issued and outstanding membership interests of Nex-Link Communications will be acquired by means of a merger of Nex-Link Communications into Nex-Link Acquisition with Nex-Link Acquisition being the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.

4. Under §607.1109 of the BCA Act and §608.4382(1)(f) of the LLC Act, the date and time of the effectiveness of the Merger shall be at 12:01 a.m. on July 1, 2002.

IN WITNESS WHEREOF, the parties have set their hands on July 1, 2002.

NEX-LINK ACQUISITION CORP.

By: Patricia Eylon
Print Name: Patricia Eylon
Title: Secretary

NEX-LINK COMMUNICATION
PROJECT SERVICES, LLC

By: [Signature]
Print Name: STEVE NICKEL
Title: PRESIDENT

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PLAN OF MERGER

Merger between Nex-Link Acquisition Corp., a Delaware corporation (the "Surviving Corp.") and Nex-Link Communication Project Services, LLC, a Florida limited liability company (the "Disappearing Co."). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "BCA Act") and §§608.438 *et seq.* of the Florida Limited Liability Company Act (the "LLC Act").

1. Certificate of Incorporation. The Certificate of Incorporation of Surviving Corp., in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Certificate of Incorporation of the Surviving Corp. from and after the Effective Date, except that the name of the Surviving Corporation shall be changed to "AM Nex-Link Communications, Inc.", effective on the Effective Date.
2. Distribution to Members of the Disappearing Co. On the Effective Date, 7,000,000 shares of common stock of AM Communications, Inc., the parent company of the Surviving Corp., shall without more be converted into and exchanged for all of the outstanding membership interests of the Disappearing Co. Each share of the Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.
3. Satisfaction of Rights of Disappearing Co. Members. All of AM Communications, Inc.'s stock into which Membership Interests of Disappearing Co.'s shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted membership interests.
4. Effect of Merger. On the Effective Date, the separate legal existence of Disappearing Co. shall cease, and Surviving Corp. shall be fully vested in Disappearing Co.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the BCA Act and §608.438 of the LLC Act.
5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers or other representatives of Surviving Corp. or Disappearing Co., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.
6. Filing with the Florida Secretary of State and Effective Date. On the Closing Date, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Co. and Surviving Corp. shall cause their respective Managing Member and CEO, President, Vice President or Secretary to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become

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an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.110.9 of the BCA Act and §608.4382(1)(f) of the LLC Act, the Articles of Merger shall specify the "Effective Date," which shall be 12:01 a.m. on July 1, 2002.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by either the Surviving Corp. or the Disappearing Co. or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Surviving Corp. or the members of the Disappearing Co. by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the BCA Act and §608.4381 of the LLC Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors and Managing Members respectively of the Surviving Corp. and the Disappearing Co., notwithstanding favorable action by the members of the Disappearing Co. and the shareholders of the Surviving Corp.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be duly executed by their authorized representatives as of this 1st day of July, 2002.

NEX-LINK ACQUISITION CORP.

By: Patricia Epton

Print Name: Patricia Epton

Title: SecretaryNEX-LINK COMMUNICATION
PROJECT SERVICES LLCBy: STEVE NICKEL

Print Name: STEVE NICKEL

Title: PRESIDENT

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