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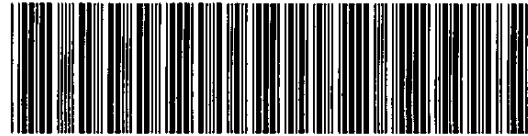
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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cy Menger  
eff Date June 30-06

MAILING ADDRESS  
POST OFFICE BOX 1387  
BIRMINGHAM, ALABAMA 35201-1387

**TERRY McELHENY**  
DIRECT DIAL: (205) 271-9616



2121 Highland Avenue South  
Birmingham, Alabama 35205

TELEPHONE (205) 939-0033  
FACSIMILE (205) 933-6133  
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DIRECT FACSIMILE:  
(205) 939-2914  
E-MAIL: tmc@dfy.com

May 31, 2006

**Via Federal Express**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**RE: Articles of Merger of Tieco Mobile, Inc. (an Alabama corporation)  
and Tieco Gulf Coast, Inc. (a Florida corporation) into Tieco, Inc.  
(an Alabama corporation)**

Dear Madam or Sir:

I enclose for filing in your office the original and two copies of Articles of Merger of Tieco Mobile, Inc. (an Alabama corporation), and Tieco Gulf Coast, Inc. (a Florida corporation), into Tieco, Inc. an Alabama corporation. I also enclose my firm's check, in the amount of \$175.00, in payment of the cost of this filing. Please note that the effective date of the merger is to be June 30, 2006.

Please return all correspondence and other documentation concerning this matter, including a copy of the enclosed copy of the Articles of Merger stamped "filed" by your office, to the following:

Terry McElheny, Esquire  
Dominick, Fletcher, Yeilding,  
Wood & Lloyd, P.A.  
2121 Highland Avenue South  
Birmingham, AL 35205

I do not need a certified copy.

Dominick, Fletcher, Yeilding, Wood & Lloyd, P. A.

May 31, 2006

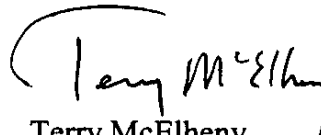
Page 2

Copies of these Articles of Merger are being simultaneously filed with the Secretary of State of Alabama.

Also, for further information concerning this matter, please contact me at (205) 271-9616.

Thank you in advance for your cooperation and assistance.

Sincerely yours,



Terry McElheny

TMc/abl

Enclosures

cc: Tieco, Inc. (w/o encls.)  
Mike Baker, CPA (w/o encls.)  
Brian T. Williams, Esq. (w/o encls.)



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 12, 2006

TERRY MCELHENY  
2121 HIGHLAND AVENUE SOUTH  
BIRMINGHAM, AL 35205

SUBJECT: TIECO (AL), INC.  
Ref. Number: F06000000004

We have received your document for TIECO (AL), INC. and your check(s) totaling \$175.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 245-6916.

Carol Mustain  
Document Specialist

Letter Number: 206A00039937

341 933  
Tieco Gulf

~~\*~~ eff date June 30<sup>th</sup> 06

This document was prepared by:  
Terry McElheny, Esquire  
Dominick, Fletcher, Yeilding,  
Wood & Lloyd, P.A.  
2121 Highland Avenue South  
Birmingham, Alabama 35205

**ARTICLES OF MERGER  
OF TIECO MOBILE, INC.  
(a corporation organized and existing  
under the laws of the State of Alabama)**

and

**TIECO GULF COAST, INC.  
(a corporation organized and existing  
under the laws of the State of Florida)**

into

**TIECO, INC.  
( a corporation organized and existing  
under the laws of the State of Alabama)**

**FILED**  
06 JUN 21 AM 8:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 10-2B-11.01, *et seq.* of the Alabama Code of 1975, and Section 607.1101, *et seq.*, of the 2005 Florida Statutes, the undersigned corporations have adopted the following Articles of Merger for the purpose of merging them into one such corporation.

**ARTICLE I**

The Plan of Merger, duly adopted by the directors and shareholders of each corporation is as follows: (said Plan of Merger for each corporation was duly adopted on February 28, 2006)

1. **Names of Merging Corporations.** The names of the merging corporations are: (i) Tieco Mobile, Inc., a corporation organized and existing under the

laws of the State of Alabama; (ii) Tieco Gulf Coast, Inc., a corporation organized and existing under the laws of the State of Florida (hereinafter, collectively, referred to as the "Merged Corporations"); and (iii) Tieco, Inc., a corporation organized and existing under the laws of the State of Alabama (hereinafter referred as the "Surviving Corporation"). The corporation to survive the merger is Tieco, Inc.

2. **Terms, Conditions and Mode of Carrying into Effect of Merger.**

This merger shall be effective at 12:01 a.m. on June 30, 2006, upon the completion of (a) the execution and filing of these Articles of Merger in the Office of the Secretary of State of Alabama, as required by Section 10-2B-11.05 of the Alabama Code of 1975 and (b) the execution and filing of these Articles of Merger with the Department of State of Florida, as required by Section 607.1105 of the 2005 Florida Statutes. Upon this merger becoming effective, the separate existence of each of the Merged Corporations shall cease, except to the extent continued by statute, and all of their property, rights, privileges, franchises, obligations and liabilities of whatever nature and description shall be transferred to, vest in and devolve upon the Surviving Corporation without further act or deed.

3. **Manner and Basis of Converting Shares.** Every one (1) share of common stock of each of the Merged Corporations which is issued and outstanding as of the date this merger is effective shall, by virtue of this merger, and without any action on the part of the holder thereof, be converted into such number of shares of common stock (par

value One Hundred Dollars (\$100.00) per share) of the Surviving Corporation, as shall be equal to the value of the shares of the Merged Corporations as determined by a valuation to be conducted by a valuation expert mutually-acceptable to the shareholders and directors of each of the Merged Corporations and of the Surviving Corporation. As of the date this merger is effective, each outstanding certificate theretofore representing shares of stock of each of the Merged Corporations shall be deemed to evidence ownership of shares of stock of the Surviving Corporation into which it was converted; and the Surviving Corporation shall issue to, or to the order of, the holder of record of said shares of stock of each of the Merged Corporations, upon the surrender thereof and in exchange therefor, a certificate or certificates evidencing ownership of said shares of stock of the Surviving Corporation into which it was converted. Every one (1) share of common stock (par value One Hundred Dollars (\$100.00) per share) of the Surviving Corporation shall continue to be one (1) share of common stock (par value One Hundred Dollars (\$100.00) per share) of the Surviving Corporation. Fractional shares of the Surviving Corporation shall be issued to the extent necessary to effectuate this merger.

4. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall continue in full force and effect from and after the effective date of the merger, until such Articles of Incorporation may be amended in accordance with applicable law.

5. **Post-Merger Amendment of Articles of Incorporation.** The Surviving Corporation reserves the right and power, after the date this merger is effective, to alter, amend, change, repeal or restate any of the provisions contained in its Articles of Incorporation in the manner now or hereafter provided by statute, and all rights conferred on officers, directors or shareholders are subject to this reservation.

6. **Bylaws.** The Bylaws of the Surviving Corporation, as such Bylaws exist on the date this merger is effective, shall remain and be the Bylaws of the Surviving Corporation until altered, amended, or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by applicable provisions of law.

7. **Directors.** The Directors of the Surviving Corporation as of the date the merger is effective shall continue in office until the next annual meeting of the shareholders thereof.

8. **Officers.** The Officers of the Surviving Corporation as of the date the merger is effective shall continue in office until the next annual meeting of the Board of Directors of the Surviving Corporation, or until their successors shall be elected and shall qualify.

9. **Service of Process.** The Surviving Corporation agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Tieco Gulf Coast, Inc., as well as for enforcement of any obligation of the



Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any shareholder as determined in appraisal proceedings pursuant to Section 607.1302 of the 2005 Florida Statutes; and the Surviving Corporation irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any suit or other proceeding and specifies that a copy of such process shall be mailed to by the Secretary of State to Tieco, Inc., 144 Industrial Drive, Birmingham, Alabama, 35211, Attention: President.

10. **Termination of Merger.** This merger may be terminated at any time prior to the date this merger is effective, by the Board of Directors of either of the Merged Corporations or by the Board of Directors of the Surviving Corporation, notwithstanding approval thereof by the shareholders of any of said corporations.

## **ARTICLE II** **Number of Outstanding Shares**

As to each of the undersigned corporations, the number of shares outstanding and entitled to vote on the foregoing Plan of Merger are as set forth below. None of the shares of the undersigned corporations is entitled to vote as a class.

<b><u>Corporation</u></b>	<b><u>Shares Outstanding</u></b>
Tieco Mobile, Inc.	40
Tieco Gulf Coast, Inc.	71
Tieco, Inc.	142

**ARTICLE III**

**Vote**

As to each of the undersigned corporations, the total number of shares voted for and against such Plan of Merger are as follows:

<b><u>Corporation</u></b>	<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>
Tieco Mobile, Inc.	40	0
Tieco Gulf Coast, Inc.	71	0
Tieco, Inc.	142	0

**ARTICLE IV**

**Approval**

The Plan of Merger was approved by Tieco Gulf Coast, Inc., a Florida corporation, in accordance with the applicable provisions of Chapter 607 of the 2005 Florida Statutes. The Plan of Merger was approved by Tieco Mobile, Inc. and Tieco, Inc., both Alabama corporations, in accordance with the applicable laws of the State of Alabama.

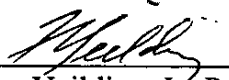
**ARTICLE V**

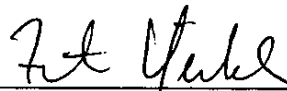
**Place of Incorporation**

Tieco, Inc. is incorporated under the laws of the State of Alabama and its Articles of Incorporation are filed in Jefferson County, Alabama

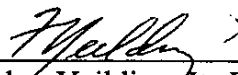
IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed on this the 28<sup>th</sup> day of February, 2006.


**Merged Corporation:  
Tieco Mobile, Inc.**

By:   
Fletcher Yeilding, Its President

and:   
Foster Yeilding, Its Secretary

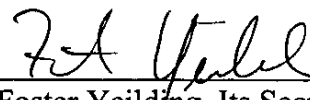
**Merged Corporation:  
Tieco Gulf Coast, Inc.**

By:   
Fletcher Yeilding, Its President

and:   
Foster Yeilding, Its Secretary

**Surviving Corporation:  
Tieco, Inc.**

By:   
Fletcher Yeilding, Its President

and:   
Foster Yeilding, Its Secretary

STATE OF ALABAMA       )  
                                     :  
JEFFERSON COUNTY       )

Before me, the undersigned notary public in and for said county in said state, personally appeared, Fletcher Yeilding, as President of Tieco Mobile, Inc., who is known to me and who, being by me first duly sworn, on oath deposes and says that, being informed of the contents of this instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of Tieco Mobile, Inc., on the day the same bears date.

Sworn to and subscribed before me on this the 21<sup>st</sup> day of February, 2006.

John P. Muel  
Notary Public

[SEAL]

My Commission Expires:

7/11/2008

STATE OF ALABAMA       )  
                                     :  
JEFFERSON COUNTY       )

Before me, the undersigned notary public in and for said county in said state, personally appeared, Fletcher Yeilding, as President of Tieco Gulf Coast, Inc., who is known to me and who, being by me first duly sworn, on oath deposes and says that, being informed of the contents of this instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of Tieco Gulf Coast, Inc., on the day the same bears date.

Sworn to and subscribed before me on this the 28<sup>th</sup> day of February, 2006.

John P. Muel  
Notary Public

[SEAL]

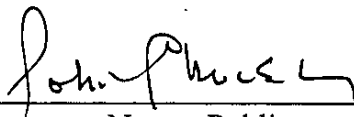
My Commission Expires:

7/11/08

STATE OF ALABAMA       )  
                                     :  
JEFFERSON COUNTY       )

Before me, the undersigned notary public in and for said county in said state, personally appeared, Fletcher Yeilding, as President of Tieco, Inc., who is known to me and who, being by me first duly sworn, on oath deposes and says that, being informed of the contents of this instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of Tieco, Inc., on the day the same bears date.

Sworn to and subscribed before me on this the 28<sup>th</sup> day of February, 2006.

  
\_\_\_\_\_  
Notary Public

[SEAL]

My Commission Expires:

7/11/08