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F93000000946

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T-Netiv International Corporation

with:

Cell-Tel Monitoring, Inc

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

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Thanks, Melanie ☺

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File 2<sup>nd</sup>

all merger  
12-31-98  
F93000000946

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

P97000089101, CELL-TEL MONITORING, INC., a Florida corporation

into

**T-NETIX, INC.**, a Colorado corporation F93000000946

File date: December 31, 1998

Corporate Specialist: Carol Mustain

## ARTICLES OF MERGER

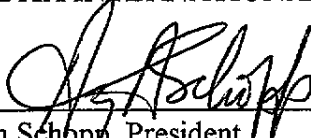
The undersigned corporations, T-Netix International Corporation, a Colorado corporation ("TIC"), and Cell-Tel Monitoring, Inc., a Florida corporation ("Cell-Tel"), pursuant to Section 607.1105 of the Florida 1989 Business Corporation Act, adopt the following Articles of Merger:

1. On the effective date specified below, Cell-Tel shall merge with and into TIC and the separate existence of Cell-Tel shall cease pursuant to the terms of the Plan of Merger attached hereto as **Exhibit A** (the "Plan"), and TIC shall continue as the surviving corporation.
2. On December 30, 1998, the Board of Directors of TIC and the Board of Directors of Cell-Tel approved the Plan.
3. On December 30, 1998, the sole shareholder of TIC voted upon the Plan. On such date there were 100 shares of common stock issued, outstanding and entitled to vote thereon. All 100 shares were voted for the Plan and no shares were voted against the Plan; therefore, the Plan was approved.
4. On December 30, 1998, the shareholders of Cell-Tel voted upon the Plan. On such date there were 10,000,000 shares of common stock and 1,500,000 shares of preferred stock issued, outstanding and entitled to vote thereon. All shares were voted for the Plan and no shares were voted against the Plan; therefore, the Plan was approved.
5. The applicable provisions of the laws of the State of Colorado, upon compliance with filing and recording requirements, will have been complied with to effect the Plan.
6. The effective date of the Plan shall be December 31, 1998.
7. TIC hereby agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of TIC or Cell-Tel, and in any proceeding for the enforcement of the rights of a dissenting shareholder of Cell-Tel against TIC.
8. TIC hereby irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such proceeding specified in paragraph 7, and directs that a copy of the process shall be mailed to the following address: 67 Inverness Drive East, Suite 100, Englewood, Colorado 80112, Attn: John Giannaula, Secretary.
9. TIC hereby agrees that it will promptly pay to the dissenting shareholders of Cell-Tel the amount, if any, to which they shall be entitled under the provisions of Section 607.1302 of the Florida 1989 Business Corporation Act with respect to the rights of dissenting shareholders.


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IN WITNESS WHEREOF, these Articles of Merger have been signed and verified by the duly authorized officers of TIC and Cell-Tel on this 30<sup>th</sup> day of December, 1998.

T-NETIX INTERNATIONAL CORPORATION

  
\_\_\_\_\_  
Alvin Schopp, President

CELL-TEL MONITORING, INC.

  
\_\_\_\_\_  
Carol E. Webb, President

**EXHIBIT A**  
**PLAN OF MERGER**

This Plan of Merger ("Plan") is entered into this 30<sup>th</sup> day of December, 1998, by and between T-Netix International Corporation, a Colorado corporation ("TIC"), and Cell-Tel Monitoring, Inc., a Florida corporation ("Cell-Tel").

**RECITALS**

- A. TIC is a wholly owned subsidiary of T-NETIX, Inc., a Colorado corporation.
- B. The respective Boards of Directors of TIC and Cell-Tel have determined that it is in the best interest of said corporations and their shareholders to merge Cell-Tel with and into TIC, with TIC as the surviving corporation, upon the terms and conditions set forth herein.

THEREFORE, in consideration of the mutual covenants contained herein, TIC and Cell-Tel agree as follows:

1. On the effective date specified in the Articles of Merger to be filed with the Colorado Secretary of State and the Articles of Merger to be filed with the Florida Secretary of State, Cell-Tel shall merge with and into TIC (the "Merger"), the separate existence of Cell-Tel shall cease and TIC shall continue as the surviving corporation.
2. Upon consummation of the Merger, all outstanding shares of the common stock and the preferred stock of Cell-Tel shall be canceled in exchange for consideration described in the Shareholders and Subscription Agreement dated December 3, 1997, by and among Cell-Tel, T-NETIX, Inc., Michael D. Duke and Carol E. Webb, as amended.
3. The Articles of Incorporation and bylaws of TIC as in effect immediately prior to the Merger will remain the Articles of Incorporation and bylaws of TIC as the surviving corporation after the Merger. TIC shall immediately after the Merger amend its Articles of Incorporation to change its corporate name to "T-Netix Monitoring Corporation" and shall take all actions necessary to become qualified to transact business in the State of Florida as a foreign corporation.
4. The directors and officers of TIC immediately prior to the Merger shall be the directors and officers of TIC after the Merger until their successors have been elected and have qualified.
5. After the Merger, all rights, privileges, powers and all property and assets of TIC and Cell-Tel shall be vested in and be held by TIC as the surviving corporation, without

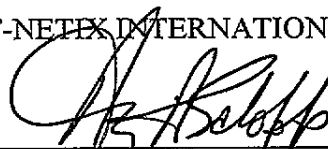
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further act or deed, and all the estates and interest of every kind of TIC and Cell-Tel, including all debts due to either of them, shall be the property of TIC as the surviving corporation. All rights of creditors and liens upon any property of TIC or Cell-Tel shall be preserved unimpaired and all debts, liabilities and duties of TIC and Cell-Tel shall be debts, liabilities and duties of TIC as the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

6. This Plan may be terminated and the Merger abandoned at any time prior to the effective date by the mutual written consent of the parties hereto.

IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized officers of TIC and Cell-Tel on the date above written.

T-NETEX INTERNATIONAL CORPORATION

  
\_\_\_\_\_  
Alvin Schopp, President

CELL-TEL MONITORING, INC.

  
\_\_\_\_\_  
Carol E. Webb, President