

Document Number Only

F94000000707

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

900002502819-3

04/28/98-01056-016

\*\*\*\*122.50 \*\*\*\*122.50

DEPARTMENT OF STATE  
DIVISION OF CORPORATE AFFAIRS  
TALLAHASSEE, FLORIDA 32301

98 APR 27 PM 4:24

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☐ NonProfit  
☐ Limited Liability Company  
☐ Foreign

- ☐ Amendment  
☐ Dissolution/Withdrawal

- ☒ Merge  
☐ Mark

- ☐ Limited Partnership  
☐ Reinstatement  
☐ Limited Liability Partnership  
☒ Certified Copy

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APR 27 1998

Thanks, Melanie

Today's Date  
4/28  
Jon Mergen  
CC

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

A.G.R. ELECTRONICS, INC., a Florida corporation, F83716

INTO

**METROCALL, INC.**, a Delaware corporation, F94000000707

File date: April 27, 1998

Corporate Specialist: Joy Moon-French

**FILED**

**ARTICLES OF MERGER**

98 APR 27 PM 4:29

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A.G.R. ELECTRONICS, INC.**  
**( a Florida Corporation)**

**WITH AND INTO**

**METROCALL, INC.**  
**(a Delaware Corporation)**

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging A.G.R. Electronics, Inc., a Florida corporation ("A.G.R. Electronics"), with and into Metrocall, Inc., a Delaware Corporation, ("Metrocall").

2. The Plan of Merger was adopted by the Resolutions of the Board of Directors of Metrocall on April 22, 1998. Metrocall, as owner of all of the outstanding shares of A.G.R. Electronics, waived the right to receive a mailing of the Plan of Merger.

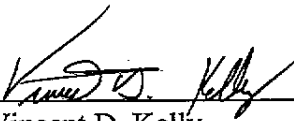
3. Shareholder approval was not required for the merger.

4. The merger of A.G.R. Electronics with and into Metrocall is permitted by the laws of the jurisdiction of organization of Metrocall and has been authorized in compliance with said laws.

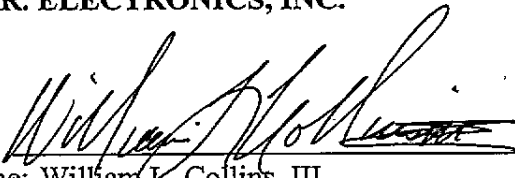
5. The effective time and date of the merger herein provided for in the State of Florida shall be upon filing of these Articles of Merger.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on  
April 21, 1998.

**METROCALL, INC.**

By:   
Name: Vincent D. Kelly  
Title: Chief Financial Officer

**AG.R. ELECTRONICS, INC.**

By:   
Name: William L. Collins, III  
Title: President, Chief Executive Officer

**PLAN OF MERGER**  
**OF**  
**A.G.R. ELECTRONICS, INC.**  
**AND**  
**METROCALL, INC.**

1. Metrocall, Inc. ("Metrocall"), which is a business corporation of the State of Delaware and the parent corporation and owner of all outstanding shares of A.G.R. Electronics, Inc.. ("A.G.R. Electronics"), a business corporation of the State of Florida and the wholly-owned subsidiary corporation of Metrocall, hereby merges A.G.R. Electronics into Metrocall pursuant to the provisions of the Florida Business Corporation Act and the Delaware General Corporation Law.

2. The separate existence of A.G.R. Electronics shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act. Metrocall, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Delaware General Corporation Law.

3. The issued shares of A.G.R. Electronics shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of Metrocall are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.