



Prentice Hall Legal & Financial Services

ATTN: Rudace (804) 222-7405

125 W. S. STREET, SUITE
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

Teledebit Corporation

W95-11111

- ☐ Amendment
- ☐ Annual Report
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Domestication
- ☐ Fictitious Business Name
- ☒ Foreign - Profit
- ☐ Foreign - Non-Profit
- ☐ Limited Partnership
- ☐ Limited Liability
- ☐ Mtr. Veh.

- ☐ Merger
- ☐ Name Reservation
- ☐ Name Registration
- ☐ Non-Profit/Articles of Incorporation
- ☐ Other
- ☐ Profit/Articles of Incorporation
- ☐ Reinstatement
- ☐ Resignation of R.A., Off/Dir
- ☐ Trademark
- ☐ UCC/Filing 1
- ☐ UCC/Filing 3

8010001386052
-01/20/95--01083--009
*****70.00 *****70.00

*File
this*

- ☒ Certified Copy
- ☒ Photocopy
- ☐ Corporate Print-Out
- ☐ Fictitious/Owner Search

- ☐ CUS
- ☐ Good Standing
- ☐ R.A., Off/Dir Search

(X) Walk In

() Call If Problem

() Will Wait

(X) Pick-up

55 JAN 24 12:00
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: PHL BY: Jennifer
BRANCH RECEIVING: FZ BY: Rudace
REF/JOB # 062-95-02528
CLIENT MATTER # _____
SAME DAY ☒ 24 HR _____ ROUTINE ☒
VERBAL REQUESTED: YES OR NO
DATE SENT: _____ MAIL FAX _____ FED EXP. _____
FILED: _____
SENT TO: BRANCH _____ CLIENT _____
SPECIAL INSTRUCTIONS: _____

CHECK # _____
ST./CTY/ FEES 70.00
CORR. FEE/ SPEC. HANDL. 961/29
MESSENGER _____
COPIES _____
FAX FEE _____
OTHER _____
TOTAL _____

DIVISION OF CORPORATION

55 JAN 24 12:00

REC'D

55 JAN 24 12:00

DATE/TIME

SECRETARY OF STATE

F95000000372



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

TLDBT ACQUISITION CORPORATION, a Florida corporation, P95000074491

INTO

TELEDEBIT CORPORATION, a Delaware corporation, F95000000372

File date: October 13, 1995

Corporate Specialist: Linda Stitt

OCT-13-1995 13:34 FROM

TO 00510453001000019049 P.01

F95000000372

10/13/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

12:58 AM

((H95000011492)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
PO BOX 14610

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FT LAUDERDALE FL 33302-4610

CONTACT: BEVERLY F BRYAN

PHONE: (305) 763-1200

FAX: (305) 523-1952

FAX: (904) 922-4000

((H95000011492)))

DOCUMENT TYPE: MERGER OR SHARE EXCHANGE

NAME: TELEDEBIT CORPORATION

FAX AUDIT NUMBER: H95000011492

CURRENT STATUS: REQUESTED

DATE REQUESTED: 10/13/1995

TIME REQUESTED: 12:57:58

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 076247002423

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000011492)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

[#1] ☐ COMPUSER[®] MENU

☐ 0:05:06 ☐ 01:07p ☐ Capture Off

FILED
OCT 13 PM 4:53
SECRET

01/10/96

1/10/96

613 12 11 10

H95000011492

ARTICLES OF MERGERFILED
OCT 13 PM 4:33

THIS ARTICLES OF MERGER entered into this 26 day of September, 1995, by and between TLDBT ACQUISITION CORPORATION, a Florida corporation (hereinafter called "TLDBT") and TELEDEBIT CORPORATION, a Delaware corporation (hereinafter called "Teledbit") TLDBT and Teledbit are sometimes collectively referred to herein as the "Constituent Corporations").

WITNESSETH

WHEREAS, TLDBT has an authorized capital stock consisting of 10,000 shares of Common Stock, par value \$.01 per share of which 100 shares of Common Stock have been duly issued to Interactive Telecard Services, Inc., a Florida corporation ("ITS"); and

WHEREAS, Teledbit has an authorized capital stock consisting of 500,000 shares of Common Stock, par value \$.01 per share, of which 303,898 shares of Common Stock have been duly issued; and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and generally to the advantage and welfare of the Constituent Corporations and their respective shareholders that TLDBT merge with Teledbit (the "Merger") under and pursuant to the provisions of the Florida Business Corporation Act and the Delaware General Corporation Laws; and

WHEREAS, the shareholders of the Constituent Corporations have approved the terms and conditions of the Merger.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the Constituent Corporations hereto as follows:

1. Approval. The Board of Directors and sole shareholder of TLDBT unanimously approved and adopted, by Written Consent to Action on September 25, 1995 the Merger and executed, certified and acknowledged these Articles of Merger and the Agreement and Plan of Reorganization pursuant to the Florida Business Corporation Act. The Board of Directors of Teledbit unanimously approved and adopted, by Written Consent to Action on September 25, 1995 the Merger and executed, certified and acknowledged these Articles of Merger and the Agreement and Plan of Reorganization pursuant to the Delaware General Corporation Laws. The majority shareholders of Teledbit approved and adopted, by Written Consent to Action on September 25, 1995 the Merger and executed, certified and acknowledged these Articles of Merger and the Agreement and Plan of Reorganization pursuant to the Delaware General Corporation Law.

2. Merger. TLDBT shall be and hereby is merged into Teledbit.

H95000011492
05/05/96 200/10100 1

ROXANNE K. BEILLY, ESQ., FL BAR # 851450
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FLORIDA 33301
PHONE NO.: (305) 763-1200

00000011492

3. Effective Date. These Articles of Merger shall become effective October 1, 1995 or upon filing and compliance with the laws of the States of Florida and Delaware, whichever is later; the time of such effectiveness being hereinafter called the Effective Date.

4. Surviving Corporation. Teledabit shall survive the Merger herein contemplated and shall continue to be governed by the laws of the State of Delaware, but the separate corporate existence of TLDBT shall cease forthwith upon the Effective Date.

5. Authorized Capital. The authorized capital stock of Teledabit following the Effective Date shall be and remain the same, unless and until the same shall be changed in accordance with the laws of the State of Delaware.

6. Certificate of Incorporation. The Certificate of Incorporation of Teledabit following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, shall continue as the Certificate of Incorporation and shall constitute the Certificate of Incorporation of Teledabit as the surviving corporation separate and apart from these Articles of Merger and may be separately certified as the Certificate of Incorporation of Teledabit.

7. Bylaws. The Bylaws of Teledabit shall be and remain the Bylaws of Teledabit as the surviving corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

8. Further Assurance of Title. If at any time, Teledabit shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to Teledabit any right, title, or interest of TLDBT held immediately prior to the Effective Date, TLDBT and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in Teledabit as shall be necessary to carry out the purposes of these Articles of Merger, and Teledabit and the proper officers and directors thereof are fully authorized to take any and all such action in the name of TLDBT or otherwise.

9. Conversion of Outstanding Stock.

(i) Forthwith upon the Effective Date, each of the issued and outstanding shares of Common Stock of Teledabit and all rights in respect thereof held by the shareholders of Teledabit, except any dissenting shares of Common Stock of Teledabit, shall be converted into the number of validly issued fully paid and non-assessable restricted shares of Common Stock, par value \$.01 per share, of ITS equal to the Conversion Ratio. The Conversion Ratio means a fraction, the numerator of which is equal to 900,000 and the denominator of which is equal to 303,898 which is the sum

00000011492

of the number of shares of Teledelt Common Stock issued and outstanding as of the date of these Articles of Merger; fractional shares will be rounded up to the nearest whole share if the fraction is 1/2 or more, and if less than 1/2, will not be considered. Each certificate nominally representing shares of Common Stock of Teledelt shall for all purposes be deemed to evidence the ownership of the number of shares of Common Stock of ITS equal to the Conversion Ratio. The holders of such certificates, shall be required to surrender the same in exchange for certificates representing the shares of Common Stock of ITS equal to the Conversion Ratio.

10. Directors. The name of the solo director of Teledebit following the Effective Date, who shall hold office from the Effective Date until her successor(s) shall be elected and shall qualify, is as follows:

11. Officers. The name of the solo officer of Teledebit following the Effective Date and who shall hold office from the Effective Date until her successor(s) shall be appointed and shall qualify or until she shall resign or be removed from office, is as follows:

12. Vacancies. If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of Teledebit as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the Bylaws of Teledebit.

H95000011492

H95000011492

14. Available Information. These Articles of Merger and the Agreement and Plan of Reorganization are and will be on file at the principal place of business and executive offices of Teledebit, and copies thereof will be provided upon request.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by the appropriate authorized officers of each of them pursuant to authority given by their respective Boards of Directors.

TELEDEBIT CORPORATION,
a Delaware corporation

Approved by the Board of Directors by unanimous Written Consent on September 22, 1995 and the majority shareholders by Written Consent on September 25, 1995. The number of votes cast by the majority shareholders for these Articles of Merger was sufficient for approval.

By: [Signature]
George C. Pierce

Attest: [Signature]
Ernest L. Ruffner, Secretary

STATE OF FLORIDA)
COUNTY OF DADE)SS:

On this 25 day of September, 1995, before me, the undersigned, personally appeared George C. Pierce and Ernest Ruffner known to me to be the President and Secretary, respectively, of Teledebit Corporation, a corporation organized and existing under the laws of the State of Delaware, and acknowledged to me that the foregoing constitutes the Articles of Merger of the Constituent Corporations, and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

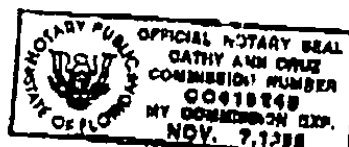
IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.

[Signature]
Notary Public
My Commission Expires: Nov. 7, 1998

Cathy Ann Cruz

H95000011492

05/4539.200/31 196.1



H95000011492

**TLDDBT ACQUISITION CORPORATION,
a Florida corporation**

Approved by the Board of Directors by unanimous Written Consent and sole shareholder by Written Consent, each dated September 25, 1995. The number of votes cast by the sole shareholder for this Certificate of Merger was sufficient for approval.

By: Claire Weintraub-Ceballos, President

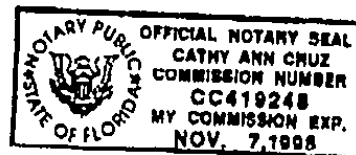
Attest: Cathy Ann Cruz, Secretary

STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

On this 25 day of September, 1995, before me, the undersigned, personally appeared Claire Weintraub-Ceballos and Cathy Ann Cruz, known to me to be the President and Secretary, respectively, of TLDDBT Acquisition Corporation, a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing, constitutes the Certificate of Merger of the Constituent Corporations, and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.

Cathy Ann Cruz
Notary Public
CATHY ANN CRUZ
My Commission Expires: Nov. 7, 1998



H95000011492