

Document Number Only
F95000004991

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

500001610525
-10/13/95--01065--002
*****78.75 *****78.75

ISR Global Telecom, Inc

SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
95 OCT 13 PM 12:55

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of R.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Call When Ready	<input checked="" type="checkbox"/> CUS/ G/S
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input checked="" type="checkbox"/> Walk In		
<input type="checkbox"/> Mail Out		

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File 134

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

ISR Global Telecomm, Inc.

1. (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. Delaware 3. Applied for
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. October 10, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. October 13, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.106, F.S.))

7. 5728 Major Boulevard, Suite 500
Orlando, Florida 32819
(Current mailing address)

8. Any lawful activity for which corporations may be organized
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Donald R. Schmaltz

Office Address: 5728 Major Boulevard, Suite 500

Orlando, Florida, 32819
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

Donald R. Schmaltz

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRET
DIVISION OF CORPORATIONS

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Donald R. Schmaltz
Address: 3420 S. Lake Butler
Windermere, FL 34786

Vice Chairman: _____
Address: _____

Director: Peter B. Atwal
Address: 17707 Tiffany Trace Drive
Boca Raton, FL 33487

Director: _____
Address: _____

B. OFFICERS


President: Donald R. Schmaltz
Address: 3420 S. Lake Butler
Windermere, FL 34786

Vice President: Peter B. Atwal
Address: 17707 Tiffany Trace Drive
Boca Raton, FL 33487

Secretary: Peter B. Atwal
Address: 17707 Tiffany Trace Drive
Boca Raton, FL 33487

Treasurer: Donald R. Schmaltz
Address: 3420 S. Lake Butler
Windermere, FL 34786

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Donald R. Schmaltz, President
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ISR GLOBAL TELECOM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF OCTOBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 OCT 13 PM 12:55



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

7673316

DATE:

10-12-95

Document Number

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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

700001610527
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Global Telecom, Inc.

merging into:

ISR Global Telecom, Inc.

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TALLAHASSEE, FLORIDA

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fictitious Name

☐ CUS/ G/S

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

10/13/95

3:00

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Merger
OK
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ARTICLES OF MERGER
OF
GLOBAL TELECOM, INC., a Florida corporation
INTO
ISR GLOBAL TELECOM, INC., a Delaware corporation

Pursuant to Section 607.1105 of the Florida Business Corporation Act Global Telecom, Inc. and ISR Global Telecom, Inc. adopt the following Articles of Merger:

1. An Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit "A," and incorporated by reference as if fully set forth herein, has been approved by the shareholders of each of the constituent corporations.
2. The Agreement and Plan of Merger was adopted by the unanimous written consent of the shareholders of Global Telecom, Inc., a Florida corporation on October 11, 1995.
3. The Agreement and Plan of Merger was adopted by the unanimous written consent of the shareholders of ISR Global Telecom, Inc., a Delaware corporation on October 11, 1995.
4. Pursuant to the Agreement and Plan of Merger, all issued and outstanding shares of Global Telecom, Inc. will be converted into and exchanged for shares of ISR Global Telecom, Inc., the surviving corporation.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by their respective duly authorized officers as of the 11 day of October, 1995.

GLOBAL TELECOM, INC.,
a Florida corporation

By: 

Donald R. Schmaltz, President

ISR GLOBAL TELECOM, INC.,
a Delaware corporation

By: 

Donald R. Schmaltz, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), is dated as of October 11, 1995 and is between Global Telecom, Inc. a Florida corporation ("Global") and ISR Global Telecom, Inc., a Delaware corporation ("ISR"). GLOBAL and ISR are hereinafter sometimes collectively referred to as the "Constituent Corporations."

Background of this Agreement

GLOBAL is a corporation duly organized and existing under the laws of the State of Florida.

ISR is a corporation duly organized and existing under the laws of the State of Delaware.

On the date of this Agreement, GLOBAL has authority to issue 60,000 shares of Common Stock, \$.02 par value per share ("Global Common Stock"), of which 60,000 shares are issued and outstanding and 900 shares of preferred stock, \$1.00 par value per share, of which no shares are issued and outstanding.

On the date of this Agreement, ISR has authority to issue 7,500,000 shares of common stock, \$.001 par value per share ("ISR Common Stock"), of which 60,000 shares are issued and 1,400,000 shares of preferred stock, \$.001 par value per share, of which no shares are issued and outstanding.

The respective Boards of Directors of GLOBAL and ISR have, by resolutions duly adopted, approved this Agreement and directed that it be executed by the undersigned officers and that it be submitted to their respective shareholders for approval.

Agreement

GLOBAL and ISR hereby agree as follows:

1. Merger. GLOBAL shall be merged with and into ISR (the "Merger") and ISR shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). The Merger shall become effective upon the time and date of filing of such documents as may be required under applicable law (the "Effective Date").

2. Certificate of Incorporation and Bylaws. The Certificate of Incorporation of ISR, as in effect immediately prior to the Effective Date, shall be the Certificate of Incorporation of the Surviving Corporation and the Bylaws of ISR, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation without change or amendment until thereafter amended in accordance with the provisions thereof and applicable laws.

3. Succession. At the Effective Date, the separate corporate existence of GLOBAL shall cease, and ISR shall possess all rights, privileges, powers and

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TALLAHASSEE, FLORIDA

franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectively be the property of the Surviving Corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise in either of such Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to 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. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of GLOBAL, its shareholders, Board of Directors and committees thereof, officers and agents which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies and agreements, arrangements, appraisals and authorizations of ISR and shall be as effective and binding thereon as the same were with respect to GLOBAL. The employees and agents of GLOBAL shall become the employees and agents of ISR and continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of GLOBAL.

4. Further Assurances. From time to time, as and when required by ISR or by its successors and assigns, there shall be executed and delivered on behalf of GLOBAL such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in ISR the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of GLOBAL, and otherwise to carry out the purposes of this Agreement, and the officers and directors of ISR are fully authorized in the name of and on behalf of GLOBAL or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5. Conversion of Shares.

(a) Each share of GLOBAL Common Stock outstanding immediately prior to the Effective Date shall, by virtue of the Merger, and without any action on the part of the holder thereof, be converted into 83 and 1/3rd shares of Common Stock of the Surviving Corporation.

(b) Each share of ISR Common Stock outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled.

6. Condition to Merger. The Merger shall have received the requisite approval of the Board of Directors and shareholders of GLOBAL pursuant to the Florida

Business Corporation Act; and the approval of the Board of Directors and shareholders of ISR pursuant to the Delaware General Corporation Law.

7. Employee Benefit Plans. As of the Effective Date, ISR hereby assumes all obligations under any and all employee benefit plans of GLOBAL in effect as of the Effective Date or with respect to which employee rights or accrued benefits are outstanding as of the Effective Date.

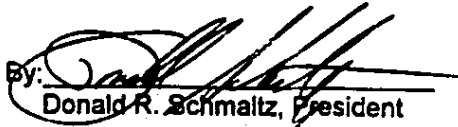
8. Amendment. Subject to applicable law, this Agreement may be amended, modified or supplemented by written agreement of the parties hereto at any time prior to the Effective Date with respect to any of the terms contained herein.

9. Abandonment. At any time prior to the Effective Date, this Agreement may be terminated and the Merger may be abandoned by the Board of Directors of either ISR or GLOBAL, or both, notwithstanding approval of this Agreement by the stockholders of ISR or the stockholders of GLOBAL, or both.

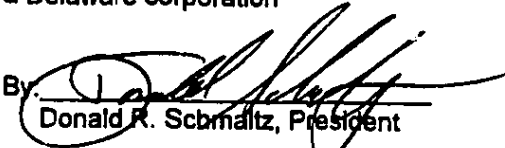
10. Counterparts. This Agreement may be signed in any number of counterparts, each of which shall be an original, and all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, GLOBAL and ISR have caused this Agreement to be signed by their respective duly authorized officers as of the date first above written.

GLOBAL TELECOM, INC.,
a Florida corporation

By: 
Donald R. Schmaltz, President

ISR GLOBAL TELECOM, INC.,
a Delaware corporation

By: 
Donald R. Schmaltz, President

F9500004991

FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

into

ISR GLOBAL TELECOM, INC., a Delaware corporation F95000004991

File date: October 13, 1995

Corporate Specialist: Karen Gibson