

F96 00000 1420

Tucker, JIMSON + TALLEY, J. A.
Requestor's Name

P.O. Box 1739
Address

TALLAHASSEE, FL 32302
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

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☒ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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3/20/96
JLB

ARTICLES OF MERGER OF
KEY VOICE TECHNOLOGIES, INC.
(a Florida corporation),

with and into
KEY VOICE TECHNOLOGIES, INC.
(a Delaware corporation)

Pursuant to Fla. Stat. Ann. § 607.1105, KEY VOICE TECHNOLOGIES, INC., a Delaware corporation, hereby delivers the following Articles of Merger:

1. The form of the plan of merger effectuating the merger of KEY VOICE TECHNOLOGIES, INC., a Florida corporation ("Key Voice-Florida") with and into KEY VOICE TECHNOLOGIES, INC., a Delaware corporation (the "Surviving Foreign Corporation"), is attached hereto as Exhibit A (the "Plan of Merger").

2. The effective date of the merger shall be the date on which these Articles of Merger are filed with the Department of State of Florida.

3. Pursuant to Florida law, the Plan of Merger was adopted and approved by unanimous written consent of both the board of directors and the sole shareholder of Key Voice-Florida as of March 19, 1996. Pursuant to Delaware law, the Plan of Merger was adopted and approved by unanimous written consent of the sole shareholder of Surviving Foreign Corporation as of March 19, 1996.

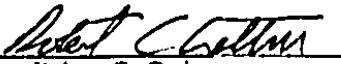
4. Surviving Foreign Corporation agrees to the appointment of the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Key Voice-Florida to the merger.

5. The Surviving Foreign Corporation agrees that it will promptly pay to the shareholders of Key Voice-Florida the amount, if any, to which it shall be entitled under Fla. Stat. Ann. § 607.1302.

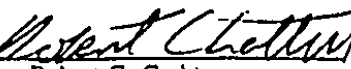
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have signed the foregoing certificate this
20th day of March, 1996, and the statements contained herein are affirmed as true under penalties of
perjury.

KEY VOICE TECHNOLOGIES, INC.,
a Delaware corporation

By: 
Robert C. Crabtree
Assistant Secretary

KEY VOICE TECHNOLOGIES, INC.,
a Florida corporation

By: 
Robert C. Crabtree
Assistant Secretary

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Exhibit A

AGREEMENT OF MERGER

merging

KEY VOICE TECHNOLOGIES, INC.,
(a Florida corporation)

with and into

KEY VOICE TECHNOLOGIES, INC.
(a Delaware corporation)

This Agreement of Merger is made as of this 20th day of March, 1996, between Key Voice Technologies, Inc., a Florida corporation ("Key Voice-Florida") and Key Voice Technologies, Inc., a Delaware corporation ("Key Voice-Delaware").

RECITALS

A. Key Voice-Florida has an authorized capital stock consisting of 1000 shares of Common Stock, \$1.00 par value per share, of which 200 shares have been duly issued and are now outstanding.

B. Key Voice-Delaware has an authorized capital stock consisting of 100 shares of Common Stock, \$1.00 par value per share, of which 50 shares have been duly issued and are now outstanding.

C. The Board of Directors of each of Key Voice-Delaware and Key Voice-Florida, respectively, deem it advisable and in the best interests of the corporation and its stockholders that Key Voice-Delaware merge with Key Voice-Florida under and pursuant to the provisions of the Business Organizations Law of the State of Florida and of the General Corporation Law of the State of Delaware.

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 parties hereto as follows:

1. Merger. Key Voice-Florida shall be and it hereby is merged into Key Voice-Delaware.
2. Effective Date. This Agreement of Merger shall become effective immediately upon compliance with the laws of the States of Florida and Delaware (the "Effective Date").
3. Surviving Corporation. Key Voice-Delaware shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Delaware and the separate corporate existence of Key Voice-Florida shall cease forthwith upon the Effective Date.

4. Authorized Capital. The authorized capital stock of Key Voice-Delaware following the Effective Date shall be 100 shares of Common Stock, par value \$1.00 per share, unless and until the same shall be changed in accordance with the laws of the State of Delaware.

5. Certificate of Incorporation. The Certificate of Incorporation of Key Voice-Delaware as it exists on the Effective Date shall be the Certificate of Incorporation of Key Voice-Delaware following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

6. Bylaws. The Bylaws of Key Voice-Delaware as it exists on the Effective Date shall be the Bylaws of Key Voice-Delaware following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof and the laws of the State of Delaware.

7. Board of Directors and Officers. The members of the Board of Directors and the officers of Key Voice-Delaware immediately after the Effective Date shall be those persons who were the members of the Board of Directors and the officers, respectively, of Key Voice-Florida immediately prior to the effective time of the merger, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

8. Further Assurance of Title. If, at any time, Key Voice-Delaware 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 Key Voice-Delaware any right, title, or interest of Key Voice-Florida 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 Key Voice-Delaware as shall be necessary to carry out the purposes of this Agreement of Merger, and Key Voice-Delaware and the proper officers and directors thereof are fully authorized to take any and all such action in the name of Key Voice-Florida or otherwise.

9. Conversion of Outstanding Stock. Upon the Effective Date, each of the issued and outstanding shares of Key Voice-Florida Common Stock and all rights in respect thereof shall be converted into one quarter fully paid and nonassessible share of Key Voice-Delaware Common Stock.

Holders of certificates of Key Voice-Florida Common Stock shall surrender such certificates for transfer and Key Voice-Delaware shall cause certificates for the appropriate number of shares of Key Voice-Delaware Common Stock to be issued to such holders.

10. Rights and Liabilities of Key Voice-Delaware. As of the Effective Date, (i) title to all property owned by any of the merging entities shall be vested in Key Voice-Delaware without reversion or impairment; (ii) Key Voice-Delaware shall have all liabilities of the parties to the merger; (iii) a proceeding pending by or against Key Voice-Florida may be continued as if the merger did not occur, or Key Voice-Delaware may be substituted for Key Voice-Florida in any proceeding.

11. Service of Process on Key Voice-Delaware. Key Voice-Delaware agrees to the appointment of the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation of Key Voice-Florida or the rights of dissenting shareholders of Key Voice-Florida to the merger.

12. Termination. This Agreement of Merger may be terminated and abandoned by action of the Board of Directors of Key Voice-Florida at any time prior to the Effective Date, whether before or after approval by the shareholders of the corporate parties hereto.

13. Plan of Reorganization. This Agreement of Merger constitutes a Plan of Reorganization to be carried out in the manner, on the terms and subject to the conditions herein set forth.

14. Expenses and Rights of Dissenting Shareholders. Key Voice-Delaware shall pay all expenses of carrying this Agreement of Merger into effect and of accomplishing the merger, including amounts, if any, to which dissenting shareholders of Key Voice-Florida may be entitled by reason of this merger.

IN WITNESS WHEREOF each of the corporate parties hereto, pursuant to authority duly granted by the Board of Directors, has caused this Agreement of Merger to be executed by its authorized officer.

KEY VOICE TECHNOLOGIES, INC.,
a Delaware corporation

By: Nick A. Branica

Nick A. Branica
President

KEY VOICE TECHNOLOGIES, INC.,
a Florida corporation

By: Nick A. Branica

Nick A. Branica
President

F9600001420



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

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MERGING:

KEY VOICE TECHNOLOGIES, INC., a Florida corporation, document number
P92000015453

INTO

KEY VOICE TECHNOLOGIES, INC., a Delaware corporation, F96000001420

File date: March 20, 1996

Corporate Specialist: Karen Gibson

F96000001420

Requestor's Name John C. Gable, Jr. & Son, Inc.
Woods, Dal
 Address 111 N. Calhoun St
Tallahassee, FL 32301 (904) 224-4665
 City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. KEY VOICE TECHNOLOGIES
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 DIVISION OF CORPORATIONS
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- ☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

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<input type="checkbox"/>	Merger

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OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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COMMONWEALTH OF VIRGINIA
COURT SQUARE BUILDING
POST OFFICE BOX 1288
CHARLOTTESVILLE, VIRGINIA 22902-1288
Telephone/TDD (804) 977-2500 • Fax (804) 980-2222

Patricia Merrill

Direct Dial: (804) 977-2545

March 20, 1996

BY FEDEX

Karen Gibson
Secretary of State of Florida
Office of Corporations--Amendments
409 East Gaines Street
Tallahassee, Florida 32399

Qualification of Key Voice Technologies, Inc. in Florida

Dear Karen:

Enclosed please find the original Application by Foreign Corporation for Authorization to Transact Business in Florida for Key Voice Technologies, Inc., a Delaware corporation, signed by its President, Nick A. Branica. The copy which was filed with your office yesterday has the original signature of the Registered Agent, Gail Shelby of CSC Networks. Please do not hesitate to call me if you have any questions whatsoever.

Sincerely,


Patricia Merrill

/pm

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1303, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. Key Voice Technologies, Inc.
(Name of corporation must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words of
observations of this report in language so 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. 65-0649760
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 11, 1996 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. March 20, 1996
(Date first transferred business in Florida. (See sections 607.1301, 607.1302, and 607.1303, F.S.)
7. 1919 Ivanhoe Street
Sarasota, Florida 34231
(Current mailing address)
8. telecommunications
(Principal or principal business conducted in Florida state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: CSC Networks
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.
By: Greg Shockey
(Registered agent's signature)
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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
w/23/20
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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Wayne R. Wilver
Address: 1180 Seminole Trail
Charlottesville, VA 22901

Vice Chairman: William G. Mustain
Address: 1180 Seminole Trail
Charlottesville, VA 22901

Director: Ove Villadsen
Address: 1180 Seminole Trail
Charlottesville, VA 22901

Director: Nick A. Branica
Address: 1919 Ivanhoe Street
Sarasota, FL 34231

B. OFFICERS

President: Nick A. Branica
Address: 1919 Ivanhoe Street
Sarasota, FL 34231

Vice President: Eoin P. Heaney
Address: 1919 Ivanhoe Street
Sarasota, FL 34231

Secretary: Nick A. Branica
Address: as above

Treasurer: Nick Branica
Address: as above

Robert C. Crabtree
Assistant Secretary
111 North Calhoun
Tallahassee, FL 32301

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

13. Nick Branica
(Signature of Chairman, Vice Chairman, or any officer named in number 12 of this application)

14. Nick A. Branica, President
(Typed or printed name and capacity of person signing application)

F96-1420

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KEY VOICE TECHNOLOGIES, 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 NINETEENTH DAY OF MARCH, A.D. 1996.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 20 PM 3:53



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7872444

DATE: 03 19-96