

F96000004922

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Corporation(s) Name

International Digital Telecommunications
Systems, Inc.
Merging into
Telescope USA, Inc.

☐ Profit
☐ Nonprofit

☐ Amendment

☒ Merger

☐ Foreign
☐ LLC

☐ Dissolution
☐ Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement
☐ UCC ☐ 1 or ☐ 3

☐ UBR
☐ Fictitious Name

☐ Other
☐ Ch. RA

***Special Instructions**

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COULLETTE DEC 26 2000

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DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTERNATIONAL DIGITAL TELECOMMUNICATIONS SYSTEMS, INC., a
Florida corporation, P94000019585

into

TELSCAPE USA, INC., a Texas entity F96000004922

File date: December 26, 2000

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
OF
INTERNATIONAL DIGITAL TELECOMMUNICATIONS SYSTEMS, INC.
WITH AND INTO
TELSCAPE USA, INC.**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby execute these Articles of Merger:


1. International Digital Telecommunications Systems, Inc., a corporation organized and existing under the laws of Florida, shall be merged with and into Telscape USA, Inc., a corporation organized and existing under the laws of the State of Texas. Telscape USA, Inc. shall be the surviving corporation.
2. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.
3. The Agreement and Plan of Merger was duly adopted by the Board of Directors of International Digital Telecommunications Systems, Inc. on December 21, 2000 and its sole shareholder approved the Agreement and Plan of Merger on December 21, 2000.
4. The Agreement and Plan of Merger was duly adopted by the Board of Directors of Telscape USA, Inc. on December 21, 2000. The sole shareholder of Telscape USA, Inc. is not required to approve the Agreement and Plan of Merger.
5. The merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of Florida.
6. The merger is permitted by the laws of the State of Texas and all provisions of the laws of the states of Florida and Texas applicable to the merger have been complied with.

[Signatures on next page]

FILED
00 DEC 26 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed this 22 day of December, 2000.

INTERNATIONAL DIGITAL
TELECOMMUNICATIONS SYSTEMS, INC.

By: 
Name: Peter C. Alexander
Title: President

TELSCAPE USA, INC.

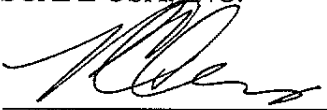
By: 
Name: Peter C. Alexander
Title: President

EXHIBIT A
TO
ARTICLES OF MERGER
OF
INTERNATIONAL DIGITAL TELECOMMUNICATIONS SYSTEMS, INC.
WITH AND INTO
TELSCAPE USA, INC.

Agreement and Plan of Merger between International Digital Telecommunications Systems, Inc.
and Telscape USA, Inc.

AGREEMENT AND PLAN OF MERGER

Pursuant to Section 607.1101 of the Florida Business Corporation Act (the "Florida Act"), Section 5.01 of the Texas Business Corporation Act (the "Texas Act"), and this Agreement and Plan of Merger (the "Plan of Merger"), dated as of December 22, 2000, International Digital Telecommunications Systems, Inc., a Florida corporation ("International Digital"), shall be merged with and into Telscape USA, Inc., a Texas corporation ("Telscape").

SECTION 1 **DEFINITIONS**

1.1 **Effective Date.** "Effective Date" shall mean the time and date on which the Merger contemplated by this Plan of Merger becomes effective in both the State of Florida and Texas, in accordance with Section 2.2 of this Plan of Merger.

1.2 **Surviving Corporation.** "Surviving Corporation" shall refer to Telscape USA, Inc., which, subsequent to the merger contemplated by this Plan of Merger, shall continue to be known as Telscape USA, Inc., in accordance with Section 2.1 of this Plan of Merger.

1.3 **Merger.** "Merger" shall refer to the merger of International Digital with and into Telscape, as provided in Section 2.1 of this Plan of Merger.

SECTION 2 **TERMS AND CONDITIONS OF THE MERGER**

2.1 **Merger.** In accordance with the applicable laws of the State of Florida and the State of Texas, International Digital shall, on the Effective Date, be merged with and into Telscape, which shall be the Surviving Corporation and shall continue to exist and to be governed by the laws of the State of Texas under the corporate name Telscape USA, Inc. The separate corporate existence of International Digital shall cease and all assets and liabilities, rights and privileges of International Digital shall inure to the Surviving Corporation, in accordance with the laws of the State of Texas.

2.2 **Effective Date.** The Effective Date of the Merger shall be the date of filing Articles of Merger with the Secretary of State of Florida and the Secretary of State of Texas.

2.3 **Dissenter's Rights.** The shareholders of International Digital who, except for the applicability of the provision of the Texas Act, would be entitled to vote and who would dissent from the merger pursuant to this section, may be entitled, if they comply with the provision of the Texas Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

2.4 Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Surviving Corporation as they exist on the Effective Date shall remain in full force and effect after the Effective Date and shall not be amended by virtue of this Merger.


SECTION 3
MANNER OF CONVERTING SHARES

3.1 Conversion of Shares. Upon the Effective Date, each issued and outstanding share of common stock of Telscape shall continue to be outstanding as a share of common stock of Telscape, as the Surviving Corporation, and each issued and outstanding share of International Digital common stock shall be cancelled and cease to exist by virtue of the Merger.

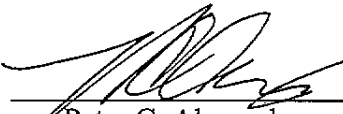
[Signatures on next page]

IN WITNESS WHEREOF, the duly authorized officers of the undersigned corporations have caused this Agreement and Plan of Merger to be signed in their respective corporate names, as of the day first written above.

INTERNATIONAL DIGITAL
TELECOMMUNICATIONS SYSTEMS, INC.

By: 
Name: Peter C. Alexander
Title: President

TELSCAPE USA, INC.

By: 
Name: Peter C. Alexander
Title: President