

F97000000172

ARTICLES OF MERGER
Merger Sheet

MERGING:

AUTOMATED DISPATCH SYSTEMS, INC., a Florida corporation,
P94000080208

into

AUTOMATED DISPATCH SOLUTIONS, INC., a Delaware corporation
F97000000172

File date: October 6, 1997

Corporate Specialist: Velma Shepard

Y. ANOWITCH LAW CENTER

F97000000172

October 3, 1997

FILED
OCT -6 AM 9:24
TALLAHASSEE FLORIDA
SECRETARY OF STATE

VIA FEDERAL EXPRESS

State of Florida
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

300002312293--7
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*****70.00 *****70.00

Re: Automated Dispatch Systems, Inc.

Dear Sir or Madam:

Please find enclosed one (1) original and one (1) copy of the following merger documents to be filed by your agency:

(1) Articles and Plan of Merger for Merger of Automated Dispatch Systems, Inc. (a Florida corporation) Into Automated Dispatch Solutions, Inc. (a Delaware corporation); and

(2) Agreement and Plan of Merger.

Our firm's check in the amount of \$70.00 is enclosed for all related fees and costs.

Should you have any questions and/or need further information, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,

Patricia Henrys, Esq.

PETER J. YANOWITCH, ESQ.
(ALSO ADMITTED IN NEW YORK
AND WASHINGTON, D.C.)

Encl.

cc: Automated Dispatch Solutions, Inc.

Merger

800 BRICKELL AVENUE, SUITE 550
MIAMI, FLORIDA USA 33131
TELEPHONE: 305-374-6330
TELEFAX: 305-374-7444
INTERNET: YANOLAW@AOL.COM

ARTICLES AND PLAN OF MERGER
FOR
MERGER OF
AUTOMATED DISPATCH SYSTEMS, INC.
(a Florida corporation)
INTO
AUTOMATED DISPATCH SOLUTIONS, INC.
(a Delaware corporation)

FILED
97 OCT -6 AM 9:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned corporations, in accordance with Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, hereby adopt and execute the following Articles and Plan of Merger:

ARTICLE ONE

The names of the corporations proposing to merge are (i) Automated Dispatch Systems, Inc., a corporation organized and existing under the laws of the State of Florida (hereinafter sometimes referred to as the "Florida Corporation"), and (ii) Automated Dispatch Solutions, Inc., a corporation organized and existing under the laws of the State of Delaware (hereinafter sometimes referred to as the "Delaware Corporation"), both of which corporations agree to effect such merger (the "Merger"), with the Delaware Corporation as the surviving corporation (the "Surviving Corporation").

ARTICLE TWO

The Delaware Corporation was incorporated on March 17, 1994 under the laws of the State of Delaware and shall continue to be a corporation of the State of Delaware. The registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The principal place of business of the Delaware Corporation is 1 Meadowlands Plaza, Suite 1403, East Rutherford, New Jersey 07073.

The Delaware Corporation was qualified to do business in the State of Florida on January 9, 1997. A registered agent and address for the Delaware Corporation in the State of Florida are: John L. Shermeyn, 8175 N.W. 12th Street, Suite 430, Miami, Florida 33126.

ARTICLE THREE

The principal office of the Florida Corporation is 8175 N.W. 12th Street, Suite 430, Miami, Florida 33126.

ARTICLE FOUR

Upon effectiveness of the Merger, the Certificate of Incorporation of the Delaware Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation on and after the Effective Time until it is amended or repealed in accordance with the General Corporation Law of the State of Delaware and the Certificate of Incorporation of the Surviving Corporation. The Delaware Corporation reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provision contained in its Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

ARTICLE FIVE

The total number of shares of stock which the Florida Corporation has authority to issue is nine thousand (5,000) shares of Voting Common Stock, par value One Dollar (1.00) per share.

The total number of shares of stock which the Delaware Corporation has authority to issue is one million (1,000,000) shares of Common Stock, par value One Cent (.01) per share.

The Merger shall not affect any amendment changing the foregoing information in this ARTICLE FIVE as to the Delaware Corporation.

ARTICLE SIX

The number of outstanding shares of capital stock of the Florida Corporation is five thousand (5,000) shares of Voting Common Stock. The Delaware Corporation has five hundred fifty five thousand (555,000) shares of Voting Common Stock issued and outstanding.

ARTICLE SEVEN

The manner and basis of converting or exchanging the shares of the Florida Corporation into shares of the Delaware Corporation shall be as provided in the Agreement and Plan of Merger attached hereto as Annex I, which is incorporated herein by reference.

ARTICLE EIGHT

The Florida Corporation does not own real property in the State of Florida.

ARTICLE NINE

The terms and conditions of the transaction set forth in these Articles and Plan of Merger were advised, authorized and approved by each corporation which a party to these Articles and

Plan of Merger in the manner and by the vote required by its charter and the laws of the States of Florida and Delaware.

The Merger was (a) duly advised by the Board of Directors of the Delaware Corporation by Written Consent of the Board of Directors, dated January 1, 1997, declaring that the Merger herein proposed was advisable substantially upon the terms and conditions set forth in these Articles and Plan of Merger and (b) duly approved by all of the Stockholders of the Delaware Corporation by Written Consent in Lieu of a Special Meeting of the Stockholders, dated January 1, 1997.

The Merger was (a) duly advised by the Board of Directors of the Florida Corporation by Written Consent in Lieu of a Special Meeting of the Board of Directors, dated January 1, 1997, declaring that the Merger herein proposed was advisable substantially upon the terms and conditions set forth in these Articles and Plan of Merger, and directing that the proposed Articles and Plan of Merger be submitted for action thereon at a special meeting of the Stockholders of the Florida Corporation and (b) duly approved by all of the Stockholders of the Florida Corporation by Written Consent in Lieu of a Special Meeting of the Stockholders, dated January 1, 1997.

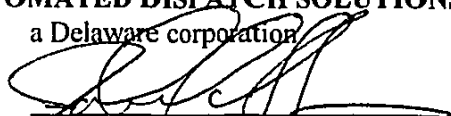
ARTICLE TEN

Such other terms and conditions as provided in the Agreement and Plan of Merger attached hereto as Annex I.


IN WITNESS WHEREOF, each of the corporations which are parties to the Merger, has caused these Articles and Plan of Merger to be executed in its corporate name and on its behalf by the officer specified below for Automated Dispatch Solutions, Inc., a Delaware corporation, in accordance with the provision so the Delaware corporation law which does not require more than one corporate officer and by the officers of Automated Dispatch Systems, Inc., a Florida corporation, and its corporate seal to be hereunto affixed and attested, as of the 9th day of January, 1997.

AUTOMATED DISPATCH SOLUTIONS, INC.
a Delaware corporation

By:


John L. Shermyen, President

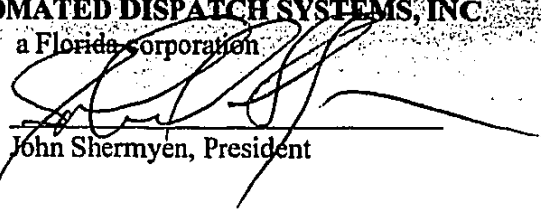
ATTEST:


~~William Weskel~~ **MICHAEL E. WESKEL**
~~Director~~ **DIRECTOR**

AUTOMATED DISPATCH SYSTEMS, INC.

a Florida corporation

By:


John Shermyen, President

ATTEST:

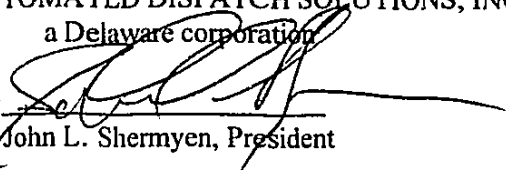

Susan M. Sutton

CERTIFICATE

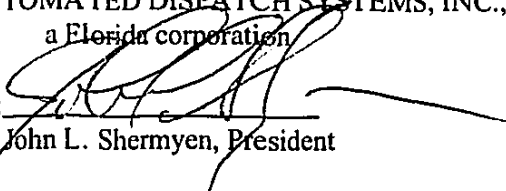
THE UNDERSIGNED officers of AUTOMATED DISPATCH SYSTEMS, a Florida corporation and AUTOMATED DISPATCH SOLUTIONS, INC., a Delaware corporation, who executed on behalf of each corporation the foregoing Articles and Plan of Merger, of which this Certificate is made a part, each hereby acknowledges, in the name of and on behalf of each corporation, the foregoing Articles and Plan of Merger to be the corporate act of each corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under penalties of perjury.

WITNESS MY HAND, effective as of January 9, 1997.

AUTOMATED DISPATCH SOLUTIONS, INC.,
a Delaware corporation

By: 
John L. Shermyen, President

AUTOMATED DISPATCH SYSTEMS, INC.,
a Florida corporation

By: 
John L. Shermyen, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into this 9th day of January, 1997 providing for the merger of **AUTOMATED DISPATCH SYSTEMS, INC.**, a Florida corporation (the "**Florida Corporation**"), into **AUTOMATED DISPATCH SOLUTIONS, INC.**, a Delaware corporation (the "**Delaware Corporation**"). The Florida Corporation and the Delaware Corporation are sometimes referred to in this Agreement and Plan of Merger as the "Constituent Corporations."

PRELIMINARY STATEMENTS

The Delaware Corporation owns all the issued and outstanding shares of capital stock of the Florida Corporation.

The Board of Directors and shareholders of the Florida Corporation desire that the Florida Corporation be merged with and into the Delaware Corporation pursuant to the terms of this Agreement and Plan of Merger, with the Delaware Corporation as the Surviving Corporation (the "Surviving Corporation").

THE MERGER

1. Description of the Merger. As of the "Effective Time" (as hereinafter defined), the Florida Corporation shall merge with and into the Delaware Corporation (the "Merger") and the Delaware Corporation shall continue as the Surviving Corporation, subject to the Delaware General Corporation Law (the "DGCL"). The Merger shall be pursuant to and shall have the effect provided for in the DGCL and under Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the Florida Business Corporation Act).

2. Certificate of Incorporation. Upon effectiveness of the Merger, the Certificate of Incorporation of the Delaware Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation on and after the Effective Time until it is amended or repealed in accordance with the DGCL and the Certificate of Incorporation of the Surviving Corporation. The Delaware Corporation reserves the right and power, after the effectiveness of the Merger now or thereafter prescribed by statute, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

3. By-Laws. The By-laws of the Delaware Corporation, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation on and after the Effective Time until they are amended or repealed in accordance with the DGCL, the Certificate of Incorporation and By-laws of the Surviving Corporation.

4. Directors and Officers. The persons who are directors and officers of the Delaware Corporation immediately prior to the Effective Time shall be removed from office and

shall relinquish their positions.

5. Conversion. As of the Effective Time, pursuant to this Agreement and Plan of Merger and without any action on the part of the holder thereof:

- (i) each issued and outstanding share of Common Stock of the Florida Corporation shall be surrendered to the Surviving Corporation.

For the purpose of receiving a stock certificate or certificates evidencing such shares of Common Stock of the Delaware Corporation, each such stockholder of the Florida Corporation shall surrender to the Delaware Corporation the stock certificate or certificates evidencing the shares of Voting Common Stock and Non-Voting Common Stock of the Florida Corporation owned of record by such stockholder immediately prior to the Merger contemplated herein, and shall receive, upon request or as soon thereafter as is practical, on the basis of such surrender, a certificate or certificates for shares of Common Stock of the Delaware Corporation based on the foregoing ratio.

6. Abandonment. At any time prior to the appropriate filing of the Articles and Plan of Merger with the Department of State of the State of Florida, this plan of Merger and the Merger specified herein may be terminated by the majority vote of the entire Board of Directors of either the Florida Corporation or the Delaware Corporation.

7. Actions to Effect Merger. If this Agreement and Plan of Merger is not terminated or abandoned, then the following actions shall be taken to effect the Merger:

- (i) a Certificate of Merger shall be executed, acknowledged and filed in accordance with the DGCL with the Secretary of State of the State of Delaware;
- (ii) the Articles and Plan of Merger shall be executed, acknowledged and filed in accordance with the Florida Business Corporation Act with the Secretary of State of the State of Florida; and
- (iii) the Constituent Corporations shall do all other acts and things as shall be necessary or desirable to effect the Merger.

8. Effective Time. The Merger shall become effective on January 9th, 1997, at 12:00 P.M., Eastern Standard Time (the "Effective Time").

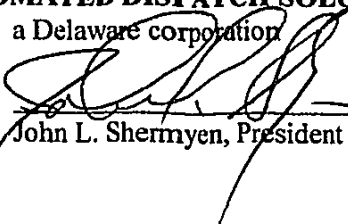
9. Expenses. The Surviving Corporation shall pay all expenses incurred in connection with this Agreement and Plan of Merger.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger by their respective duly authorized officers as of the date first written above.

AUTOMATED DISPATCH SOLUTIONS, INC.

a Delaware corporation

By:


John L. Shermyen, President

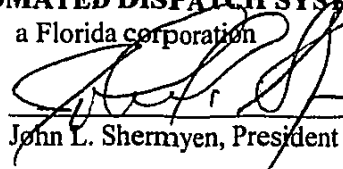
ATTEST:



AUTOMATED DISPATCH SYSTEMS, INC.

a Florida corporation

By:


John L. Shermyen, President

ATTEST:

