

F97000003092

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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FILED
97 DEC 30 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B & A H of Northeast Florida, Inc.
with 6 info:

Voice-Tel Enterprises, Inc.

☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign

☐ Amendment

☒ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Reservation

☐ Other
☐ Change of R.A.
☐ Fictitious Name Filing

☒ Certified Copy

☐ Photo Copies

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Verifier
Acknowledgment
W.P. Verifier

12-30-97

12/31

Jeff
Merger
C.C.

Thanks,
Jeff

ARTICLES OF MERGER
Merger Sheet

MERGING:

B & AH OF NORTHWEST FLORIDA, INC., a Florida corporation, P97000033069

INTO

VOICE-TEL ENTERPRISES, INC., a Delaware corporation, F97000003092

File date: December 30, 1997

Corporate Specialist: Joy Moon-French

ARTICLES OF MERGER
OF
B & AH OF NORTHWEST FLORIDA, INC.
WITH AND INTO
VOICE-TEL ENTERPRISES, INC.

FILED

97 DEC 30 PM 4: 07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. B & AH of Northwest Florida, Inc., a corporation organized and existing under the laws of the State of Florida shall be merged with and into Voice-Tel Enterprises, Inc., a corporation organized and existing under the laws of the State of Delaware.


2. The Agreement and Plan of Merger (the "Plan of Merger") setting forth the terms and conditions of the merger of B & AH Northwest Florida, Inc. with and into Voice-Tel Enterprises, Inc. is attached to these Articles as Exhibit A and is incorporated herein by reference.

3. The Plan of Merger was approved and adopted by the sole shareholder of B & AH of Northwest Florida, Inc. on December 22, 1997 and by the sole shareholder of Voice-Tel Enterprises, Inc. on December 22, 1997.

4. The plan of merger shall be effective upon the date of filing of these Articles of Merger with the office of the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed this 22 day of December, 1997.

B & AH OF NORTHWEST FLORIDA, INC.


By: Patrick G. Jones
Its: Senior Vice President, General Counsel
and Secretary

VOICE-TEL ENTERPRISES, INC.

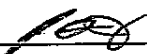

By: Patrick G. Jones
Its: Senior Vice President, General Counsel
and Secretary

EXHIBIT A
TO
ARTICLES OF MERGER
OF
B & AH OF NORTHWEST FLORIDA, INC.
WITH AND INTO
VOICE-TEL ENTERPRISES, INC.

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER
BETWEEN
B & AH OF NORTHWEST FLORIDA, INC.
AND
VOICE-TEL ENTERPRISES, INC.

This Agreement and Plan of Merger (this "Agreement") is made and entered into as of this 22nd day of December, 1997, by and between Voice-Tel Enterprises, Inc., a Delaware Corporation ("VTE"), and B & AH of Northwest Florida, Inc., a corporation organized and existing under the laws of the State of Florida (the "Company").

In consideration of the promises and the mutual covenants contained in this Agreement, the parties agree as follows:

1. Definitions

1.1. Constituent Corporations.

"Constituent Corporations" shall refer collectively to VTE and the Company.

1.2. Effective Date.

"Effective Date" shall mean the first date on which the Merger becomes effective in both the State of Delaware and the State of Florida in accordance with Section 4 of this Agreement.

1.3. Merger.

"Merger" shall mean the merger of the Company with and into VTE pursuant to Section 252 of the Delaware General Corporation Law.

1.4. Surviving Corporation.

"Surviving Corporation" shall refer to VTE, which, subsequent to the Merger, shall continue to be known as Voice-Tel Enterprises, Inc. in accordance with Section 3 of this Agreement.

2. Authorization of Agreement

This Agreement shall constitute a Plan of Merger under the laws of the State of Florida and an Agreement of Merger under the laws of the State of Delaware.

3. Corporate Existence of Surviving Corporation; Effect of Merger

3.1. Corporate Name; Principle Office

In accordance with the applicable laws of the State of Delaware and the State of Florida, the Company shall, on the Effective Date, be merged with and into VTE. VTE shall be the Surviving Corporation and shall continue to exist and to be governed by the laws of the State of Delaware under the corporate name Voice-Tel Enterprises, Inc. The principal place of business of VTE is located at 23200 Chagrin Boulevard, Suite 800, Cleveland, Ohio 44122.

3.2. Identity, Existence, Etc.

On and after the Effective Date, the Surviving Corporation shall retain its corporate identity, existence, purposes, powers, franchises, rights, and immunities, unaffected and unimpaired by merger, and the corporate identity, existence, purposes, powers, franchises, rights, and immunities of the Constituent Corporations shall be merged and fully vested in the Surviving Corporation. The existence of the Company, except as it may be continued by statute, shall cease on the Effective Date and on the Effective Date the Constituent Corporations shall be and become a single corporation.

3.3. Rights, Privileges, Etc.

On and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities, and franchises of each Constituent Corporation; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any real estate, or any interest therein, vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger.

3.4. Liabilities and Obligations.

On and after the Effective Date, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in the place of the respective Constituent Corporations. Neither the rights of creditors nor any liens upon the property of the Constituent Corporations shall be impaired by the Merger.

3.5. Employees.

On and after the Effective Date, all employees of the Constituent Corporations shall become employees of the Surviving Corporation and shall retain any and all rights

and benefits that they may by virtue of their employment, but they shall have no greater rights of tenure or terms of employment than they presently enjoy.

4. Effective Date

The Merger shall become effective on the first date on which the Merger becomes effective in both the State of Delaware and the State of Florida.

5. Certificate of Incorporation of Surviving Corporation

The Certificate of Incorporation of VTE as such exists on the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation, and such Certificate of Incorporation shall not be amended by virtue of the Merger.

6. By-Laws of Surviving Corporation

The by-laws of VTE, as they shall exist on the Effective Date, shall be the by-laws of the Surviving Corporation until altered or amended as provided in such by-laws.

7. Directors of Surviving Corporation

The directors of VTE in office immediately prior to the Effective Date shall serve as the directors of the Surviving Corporation in accordance with the by-laws of the Surviving Corporation.

8. Officers of Surviving Corporation

The officers of VTE in office immediately prior to the Effective Date shall serve as the officers of the Surviving Corporation in accordance with the by-laws of the Surviving Corporation.

9. Shares

The authorized shares of VTE capital stock consist of 2,500 shares of Class A common stock and 500 shares of Class B common stock. All of the issued and outstanding shares of VTE capital stock are owned by Premiere Technologies, Inc.

A total of 2,000 shares of the Company's common stock are authorized. All of the issued and outstanding shares of the Company's capital stock are owned by Premiere Technologies, Inc.

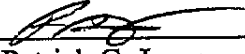
The shares of the Company's capital stock, and any rights to acquire such shares, shall be canceled and cease to exist by virtue of the Merger on the Effective Date.

10. Headings


This Agreement may be executed simultaneously in several counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed and delivered as of this 22nd day of December, 1997.

VOICE-TEL ENTERPRISES, INC.


By: Patrick G. Jones
Its: Senior Vice President, General Counsel
and Secretary

B & AH OF NORTHWEST FLORIDA, INC.


By: Patrick G. Jones
Its: Senior Vice President, General Counsel
and Secretary