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April 6, 1999

OVERNIGHT COURIER

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-04/07/99 -01045--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Telantis Venture Partners IV, Inc., a Florida corporation  
Telantis Venture Partners V, Inc., a Delaware corporation

Dear Sir/Madam:

Enclosed for filing are Articles of Merger and Agreement of Merger and Plan of Reorganization of the captioned corporations. Also enclosed is our check in the amount of \$70 for the filing fee.

Please return the filed Articles of Merger directly to the undersigned via Federal Express. Enclosed is an airbill for your use.

Thank you.

Very truly yours,

GOODMAN WEISS MILLER LLP

Gail Heidenreich  
Legal Assistant

FILED  
99 APR -7 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*Merger*

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Enclosures  
cc: Jay R. Faeges, Esq.

TUL APR 9 1999

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TELANTIS VENTURE PARTNERS IV, INC., a Florida corporation,  
P97000028192

into

TELANTIS VENTURE PARTNERS V, INC., a Delaware corporation  
F97000004321

File date: April 7, 1999

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving corporation is:

<b>Name and Address</b>	<b>Jurisdiction</b>
Telantis Venture Partners V, Inc. 12501 World Plaza Lane Ft. Myers, FL 33907	Delaware

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** The name and jurisdiction of each merging corporation is:

<b>Name and Address</b>	<b>Jurisdiction</b>
Telantis Venture Partners IV, Inc. 12501 World Plaza Lane Ft. Myers, FL 33907	Florida

**THIRD:** The Plan of Merger is attached.

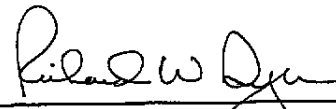
**FOURTH:** The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

**FIFTH:** The Plan of Merger was adopted by the sole stockholder of the surviving corporation on December 4, 1998.

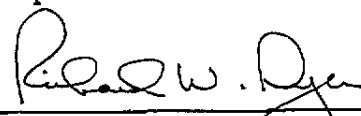
**SIXTH:** The Plan of Merger was adopted by the sole shareholder of the merging corporation on December 4, 1998.

**SEVENTH:** Signatures for each corporation:

**TELANTIS VENTURE PARTNERS V, INC. ,**  
a Delaware corporation

By:   
Richard W. Dyer, Chief Financial Officer &  
Treasurer

**TELANTIS VENTURE PARTNERS IV, INC.,**  
a Florida corporation

By:   
Richard W. Dyer, Treasurer

## AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Agreement of Merger and Plan of Reorganization dated as of December 4, 1998, by and between Telantis Venture Partners IV, Inc., a Florida corporation (hereinafter called "Partners IV") and Telantis Venture Partners V, Inc., a Delaware corporation (hereinafter called "Partners V").

### WHEREAS:

The Boards of Directors of Partners IV and Partners V have resolved that Partners IV and Partners V be merged pursuant to the Law of Florida and the Law of Delaware into a single corporation existing under the laws of the State of Delaware, to wit, Partners V, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

1. The authorized capital stock of Partners IV consists of 1,000 shares of Common Stock, \$.01 par value (hereinafter called "Partners IV Common Stock"), of which 100 shares are issued and outstanding;

2. The authorized capital stock of Partners V consists of 3,000 shares of Common Stock, \$.01 par value (hereinafter called the "Partners V Common Stock"), of which 1,000 shares are issued and outstanding; and

3. The respective Boards of Directors and shareholders of Partners IV and Partners V have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto agree, in accordance with the Laws of the States of Florida and Delaware, that Partners IV shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Delaware, to wit, Partners V, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

### 1. Shareholders' Meetings; Filings; Effects of Merger.

1.1 Partners IV Shareholders' Meeting. Partners IV shall call a meeting of its sole shareholder to be held in accordance with the Law of Florida at the earliest practicable date, upon due notice thereof to its shareholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Partners V Stockholders' Meeting. Partners V shall call a meeting of its sole stockholder to be held in accordance with the Law of Delaware at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the sole shareholder of Partners IV in accordance with the Law of Florida, (b) this Agreement is adopted by the sole stockholder of Partners V in accordance with the Law of Delaware, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the Law of Delaware and Articles of Merger shall be filed in accordance with the Law of Florida. Such filings shall be made on the same day. The Merger shall be effective as of the date of filing.

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of Partners IV shall cease, and Partners IV shall be merged into Partners V which, as the Surviving Corporation, shall possess all the rights, privileges, disabilities, and duties of Partners IV; and all and singular, the rights, privileges, powers, and franchises of Partners IV, and all property, real, personal, and mixed, and all debts due to Partners IV on whatever account, as well as for stock subscriptions and all other things in action or belonging to Partners IV 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 effectually the property of the Surviving Corporation as they were of Partners IV, and the title to any real estate vested by deed or otherwise, under the laws of Florida or Delaware or any other jurisdiction, in Partners IV, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Partners IV shall be preserved unimpaired, and all debts, liabilities, and duties of Partners IV 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. At any time, or from time to time, after the Effective Date, the last acting officers of Partners IV or the corresponding officers of the Surviving Corporation, may, in the name of Partners IV, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Partners IV's property, rights, privileges, powers, franchises, immunities, and interests and otherwise carry out the purposes of this Agreement.

## 2. **Name of Surviving Corporation; Certificate of Incorporation; Bylaws.**

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Telantis Venture Partners V, Inc.

2.2 Certificate of Incorporation. The Certificate of Incorporation of Partners V as in effect on the date hereof shall and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 Bylaws. The Bylaws of Partners V, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

3. **Status and Conversion of Securities.** The manner and basis of converting the shares of the capital stock of Partners IV and the nature and amount of the securities of Partners V Common Stock are to receive in exchange for such shares are as follows:

3.1 Common Stock. The sole stockholder of Partners V is also the sole shareholder of Partners IV. All issued and outstanding shares of Partners IV Common Stock held immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be canceled.

4. **Miscellaneous.**

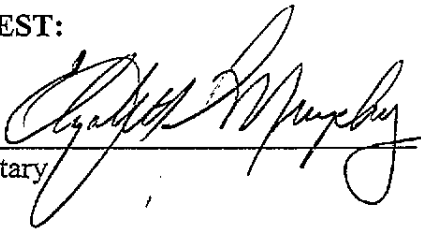
4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the sole shareholder of Partners IV, if the Board of Directors of Partners IV or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

**IN WITNESS WHEREOF**, this Agreement has been executed by Partners IV and Partners V all on the date first above written.

ATTEST:

Secretary

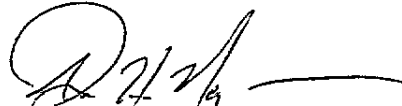


TELANTIS VENTURE PARTNERS IV, INC.

By:

Name: Adam H. Meyerson

Title: PRESIDENT



ATTEST:

Secretary



TELANTIS VENTURE PARTNERS V, INC.

By:

Name: RICHARD W. DYER

Title: CHIEF FINANCIAL OFFICER & TREASURER

