

F98000002798

CT CORPORATION SYSTEM

CORPORATION(S) NAME

United Tech, Inc. Merged Into: International Fibercom -EDG, Inc.

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FILED
2001 MAY 15 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

5/15/01

Order#: 4368943

Ref#: _____

Amount: \$ _____

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DIVISION OF CORPORATION

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

Q. COULLETTE MAY 15 2001

A CCH LEGAL INFORMATION SERVICES COMPANY

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****105.00 ****105.00

ARTICLES OF MERGER
Merger Sheet

MERGING:

UNITED TECH, INC., a Florida corporation, P96000098577

DIVERSITEC, INC., a Virginia corporation not qualified

into

INTERNATIONAL FIBERCOM - EDG, INC., an Arizona entity F98000002798

File date: May 15, 2001

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

OF

DIVERSITEC, INC.
a Virginia corporation

and

UNITED TECH, INC.
a Florida corporation

INTO

INTERNATIONAL FIBERCOM - EDG, INC.
an Arizona corporation

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In accordance with the provisions of Section 13.1-720 of the Code of Virginia, Section 607.1105 of the Florida Business Corporation Act, and Section 10-1105 of the Arizona Revised Statutes, the undersigned corporations hereby execute the following Articles of Merger:

1. The name of the surviving corporation is INTERNATIONAL FIBERCOM - EDG, INC., an Arizona corporation (hereinafter referred to as the "Surviving Corporation"), and its known place of business is 3410 East University Drive, Suite 180, Phoenix, Arizona 85034-7200.

2. The names and places of incorporation of the corporations being merged into the Surviving Corporation are: DIVERSITEC, INC., incorporated in the State of Virginia, and UNITED TECH, INC., incorporated in the State of Florida (hereinafter referred to collectively as the "Merging Corporations").

3. The Plan of Merger is attached hereto as Exhibit "A". The Plan of Merger was approved and adopted pursuant to a Consent in Lieu of Joint Special Meeting of the Sole Shareholder and Board of Directors of the Surviving Corporation on March 12, 2001. The Plan of Merger was approved and adopted pursuant to a Consent in Lieu of Joint Special Meeting of the Sole Shareholder and Board of Directors of each of the Merging Corporations on March 12, 2001.

4. The name and address of the statutory agent of the Surviving Corporation is CT Corporation System, 3225 North Central Avenue, Suite 1601, Phoenix, Arizona 85012.

5. The Plan Of Merger does not contain any amendments to the Articles of Incorporation of the Surviving Corporation.

6. The approval of the sole shareholder of the Surviving Corporation and the Merging Corporations which are parties to the merger was required. The designation of voting groups in each corporation which is a party to the merger entitled to vote separately on the merger, the number of votes in each, the number of votes represented at the meeting at which the merger was adopted and the votes cast for and against the merger were as follows:

The Surviving Corporation has only one voting group eligible to vote on the approval of the merger.

The voting group consisting of one thousand (1,000) outstanding shares of common stock is entitled to one thousand (1,000) votes. There were one thousand (1,000) votes present at the meeting. The voting group cast one thousand (1,000) votes for and zero (0) votes against the merger. The number of votes cast for the merger was sufficient for approval by the voting group.

Diversitec, Inc., one of the Merging Corporations has only one voting group eligible to vote on the approval of the merger.

The voting group consisting of five hundred thirty-three (533) outstanding shares of common stock is entitled to five hundred thirty-three (533) votes. There were five hundred thirty-three (533) votes present at the meeting. The voting group cast five hundred thirty-three (533) votes for and zero (0) votes against the merger. The number of votes cast for the merger was sufficient for approval by the voting group.

United Tech, Inc., one of the Merging Corporations has only one voting group eligible to vote on the approval of the merger.

The voting group consisting of nine hundred eighty (980) outstanding shares of common stock is entitled to nine hundred eighty (980) votes. There were nine hundred eighty (980) votes present at the meeting. The voting group cast nine hundred eighty (980) votes for and zero (0) votes against the merger. The number of votes cast for the merger was sufficient for approval by the voting group.

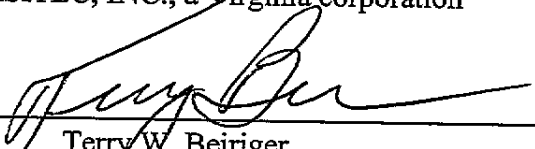
7. The merger shall become effective on the date the Articles of Merger are filed.

8. The merger is permitted by the law of the state under whose law each foreign corporation is incorporated and each foreign corporation has complied with that law in effecting the merger.


IN WITNESS WHEREOF, Diversitec, Inc., United Tech, Inc. and International FiberCom - EDG, Inc. have caused these Articles of Merger to be executed by their respective duly authorized officers and declare that the facts herein stated are true this 12th day of March, 2001.

MERGING CORPORATIONS:

DIVERSITEC, INC., a Virginia corporation

By: 
Name: Terry W. Beiriger
Title: Secretary and Treasurer

UNITED TECH, INC., a Florida corporation

By: 
Name: Terry W. Beiriger
Title: Secretary

SURVIVING CORPORATION:

INTERNATIONAL FIBERCOM - EDG, INC., an Arizona corporation

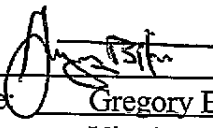
By: 
Name: Gregory B. Hill
Title: Vice President

EXHIBIT "A"

**PLAN OF MERGER
OF
DIVERSITEC, INC.
and
UNITED TECH, INC.
INTO
INTERNATIONAL FIBERCOM - EDG, INC.**

By this Plan of Merger, Diversitec, Inc., a Virginia corporation ("DIVERSITEC"), United Tech, Inc., a Florida corporation ("UNITED") and International FiberCom - EDG, Inc., an Arizona corporation ("IFC"), state, confirm and agree as follows:

1. DIVERSITEC and UNITED (hereinafter referred to collectively as the "Merging Corporations") shall merge with and into IFC (the "Merger") in accordance with the Arizona Business Corporation Act (the "Arizona Act"), the Virginia Stock Corporation Act and the Florida Business Corporation Act. At the Effective Time, the separate existence of each of the Merging Corporations shall cease, and IFC shall be the surviving corporation in the Merger (the "Surviving Corporation").

2. The Merger shall become effective at the time of the filing of the Articles of Merger with the Arizona Corporation Commission in accordance with the applicable provisions of the Arizona Act. The time when the Merger shall become effective is herein referred to as the "Effective Time." From and after the Effective Time until their successors are duly elected or appointed, the officers and directors of IFC shall be the officers and directors of the Surviving Corporation.

3. All shares of the presently issued and outstanding common stock of DIVERSITEC shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive one (1) share of the Common Stock, \$.001 par value, of International FiberCom, Inc., an Arizona corporation (the "IFCI Stock").

4. All shares of the presently issued and outstanding common stock of UNITED shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive one (1) share of the Common Stock, \$.001 par value, of IFCI Stock.

5. In connection with the Merger, each shareholder of DIVERSITEC and UNITED shall surrender and deliver the certificates to IFC together with a duly completed and executed transmittal letter, waiver and release in the form prescribed by IFC. Promptly following the later to occur of the Effective Time or such surrender and delivery, the holder shall receive a certificate representing the IFCI Stock to which such holder is entitled pursuant to this Plan and the cash payment, if any. Until so surrendered and exchanged, each outstanding certificate after the Effective Time shall be deemed for all purposes to evidence the right to receive IFCI Stock into which each of the Merging Corporations' stock previously represented by the certificate have been converted pursuant to this Plan; provided, however, that no dividends or other distributions, if any, in respect of the shares of the IFCI Stock, declared after the Effective Time and payable to holders of record after the Effective Time, shall be paid to the holders of any unsurrendered certificates until such certificates are surrendered and delivered as provided herein. Holders of any unsurrendered certificates shall not be entitled to vote the IFCI Stock involved until such certificates are exchanged pursuant to this Plan.

6. The Articles of Incorporation of IFC shall be the Articles of Incorporation of the Surviving Corporation.

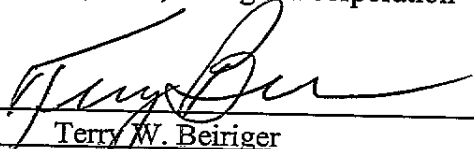
7. The Bylaws of IFC shall be the Bylaws of the Surviving Corporation.

8. The Merger is permitted by the law of the state under whose law each of the Merging Corporations are incorporated and each Merging Corporation has complied with that law in effecting the Merger.

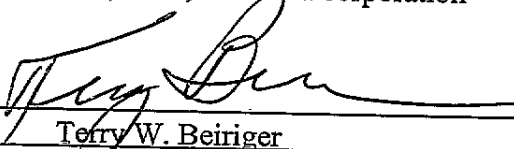
DATED as of this 12th day of March, 2001.

MERGING CORPORATIONS:

DIVERSITEC, INC., a Virginia corporation

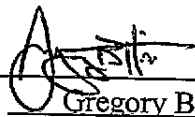
By: 
Name: Terry W. Beiriger
Title: Secretary and Treasurer

UNITED TECH, INC., a Florida corporation

By: 
Name: Terry W. Beiriger
Title: Secretary

SURVIVING CORPORATION:

INTERNATIONAL FIBERCOM - EDG, INC., an
Arizona corporation

By: 
Name: Gregory B. Hill
Title: Vice President