

CT CORPORATION

F99000000207

CORPORATION(S) NAME

American Technology Exporter, Inc. Merged into: TVC Communications, I

FILED
02 MAR 28 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 MAR 28 PM 12:21
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 checked="" 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		

EFFECTIVE DATE
03-31-02

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

3/28/02

Order#: 5233119

kf

Ref#: _____

7000005174697--5
-03/28/02--01040--021

Amount: \$ *****78.75 *****78.75

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

C. Coulliette MAR 29 2002



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 28, 2002

C T CORPORATION

TALLAHASSEE, FL

SUBJECT: TVC COMMUNICATIONS, INC.
Ref. Number: F99000000207

We have received your document for TVC COMMUNICATIONS, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must have original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 002A00018677

*Please back date to
3/28/02*

RECEIVED
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
02 MAR 29 AM 11:02
515

ARTICLES OF MERGER
Merger Sheet

MERGING:

AMERICAN TECHNOLOGY EXPORTER, INC., a Florida corporation, M07929

INTO

TVC COMMUNICATIONS, INC., a Delaware entity, F99000000207

File date: March 28, 2002, effective March 31, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name

TVC Communications, Inc.

Jurisdiction

Delaware

Second: The name and jurisdiction of each merging corporation is:

Name

American Technology Exporter, Inc.

Jurisdiction

Florida

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TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 03 / 31 / 2002 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 03/25/02

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

EFFECTIVE DATE
03-31-02

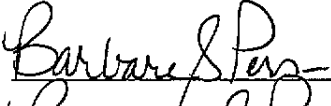
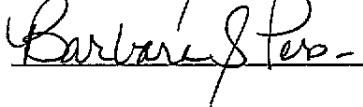
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 03/25/02

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
TVC Communications, Inc.		Barbara S. Persun, VP, Treasurer & Asst. Sec.
American Technology Exporter, Inc.		Barbara S. Persun, VP, Treasurer & Asst. Sec.

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
TVC Communications, Inc.	Delaware

The name and jurisdiction of each subsidiary corporation is

<u>Name</u>	<u>Jurisdiction</u>
American Technology Exporter, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

TVC Communications, Inc. will merge into itself American Technology Exporter, Inc., its wholly owned, direct Subsidiary and assume all of its obligations and liabilities.

The presently issued and outstanding shares of stock of American Technology Exporter, Inc., the merging corporation, all of which are owned by TCV Communications, Inc., the surviving corporation, shall be surrendered and cancelled. No shares of stock of the surviving corporation shall be issued in exchange therefore.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation; a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A