

F99000001870

CT CORPORATION SYSTEM

FILED

01 DEC 26 PM 4:54

CORPORATION(S) NAME

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Digital Express Internet Services, Inc.

merged into: Duro Communication Corporation

<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		

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TALLAHASSEE, FLORIDA

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

12/26/01

Order#: 5011126

Ref#: _____

Amount: \$ _____

Merger
12-27-01
BWS

CB

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

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-12/27/01--01004--011
*****70.00 *****70.00

ARTICLES OF MERGER
Merger Sheet

MERGING:

DIGITAL EXPRESS INTERNET SERVICES, INC., a Florida corporation,
P96000083201

into

DURO COMMUNICATION CORPORATION, a Delaware entity F99000001870

File date: December 26, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER
MERGING
DIGITAL EXPRESS INTERNET SERVICES, INC.
INTO

DURO COMMUNICATION CORPORATION

In accordance with Section 607.1105 of the Florida Statutes, the following Articles of Merger are submitted. Digital Express Internet Services, Inc., a corporation organized and existing under the laws of Florida,

DOES HEREBY CERTIFY:

FIRST: That the surviving corporation is DURO Communication Corporation, a Delaware corporation ("DURO").

SECOND: That the merging corporation is Digital Express Internet Services, Inc., a Florida corporation ("Digital Express").

THIRD: The Plan of Merger is attached.

FOURTH: That the mergers shall become effective on the date the Articles of Merger are filed with the Secretary of State of the State of Florida and upon the filing and acceptance of the Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: The Plan of Merger was adopted by the sole stockholder of DURO on November 21, 2001.

SIXTH: The Plan of Merger was adopted by the sole stockholder of Digital Express on November 21, 2001.

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FILED

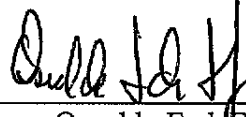
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, that DURO and Digital Express have caused these Articles of Merger to be signed as of this 26 day of November, 2001.

DURO COMMUNICATION CORPORATION

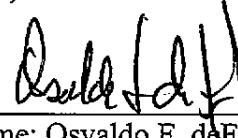
By:



Name: Osvaldo F. de Faria, Jr.
Title: President

DIGITAL EXPRESS INTERNET
SERVICES, INC.

By:



Name: Osvaldo F. de Faria, Jr.
Title: President

Exhibit A

PLAN OF MERGER

PLAN OF MERGER

This Plan of Merger (hereinafter referred to as the "Plan"), entered into on the 26 day of November, 2001 by and between:

DURO Communication Corporation,
a Delaware corporation (hereinafter referred to as "DURO");

and

Digital Express Internet Services, Inc.,
a Florida corporation (hereinafter referred to as "Digital Express").

WHEREAS, DURO owns one hundred percent (100%) of the issued and outstanding stock of all classes of Digital Express, and as such sole shareholder has determined that it will be in the best interest of DURO to merge and consolidate Digital Express into DURO, with DURO as the surviving corporation;

WHEREAS, the Board of Directors of each of DURO and Digital Express have respectively determined that it will be in the best interest of each entity to merge and consolidate Digital Express into DURO, with DURO as the surviving corporation, effective upon the filing of the Certificate of Merger in the State of Delaware and the Articles of Merger in the State of Florida.

NOW, THEREFORE, in consideration of the foregoing, it is agreed as follows:

1. For and in consideration of the assumption by DURO of all liabilities of Digital Express, all of the assets of every kind and description of Digital Express are hereby merged into and conveyed to DURO.
2. The separate existence of Digital Express shall cease upon the execution of this Plan and the filing of Articles of Merger with the Secretary of State of the State of Florida and Certificate of Merger with the Secretary of State of the State of Delaware (the "Effective Time").
3. The title to all real estate and other property owned by Digital Express is hereby vested in DURO without reversion or impairment.
4. DURO hereby assumes all liabilities of Digital Express as the surviving corporation.
5. Any proceeding pending against Digital Express may be continued against DURO as if the merger did not occur, or, in the alternative, DURO may be substituted in any such proceeding.

6. Each share of DURO that is issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding without change.

7. All shares of capital stock of Digital Express held in the treasury of DURO immediately prior to the Effective Time shall be canceled, without the payment of any consideration therefor.

8. All other shares of capital stock of Digital Express which are outstanding immediately prior to the Effective Time shall be canceled and retired without any action on the part of the holder thereof.

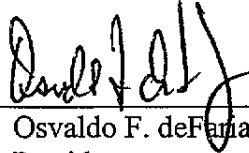
9. There shall be no additional shares issued by DURO to Digital Express because of this merger.

10. Both entities shall execute all instruments necessary to effect this merger.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

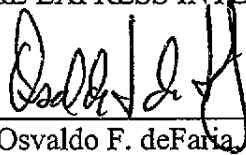
IN WITNESS WHEREOF, the parties have executed this Agreement as a sealed instrument on the date first above written.

DURO COMMUNICATION CORPORATION



By: Osvaldo F. deFaria, Jr.
Title: President

DIGITAL EXPRESS INTERNET SERVICES, INC.



By: Osvaldo F. deFaria, Jr.
Title: President