

F99000006623



ACCOUNT NO. : 072100000032

REFERENCE : 750652 7191148

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 87.50

ORDER DATE : June 29, 2000

ORDER TIME : 2:54 PM

ORDER NO. : 750652-005

500003310535--9

CUSTOMER NO: 7191148

CUSTOMER: Becky Milanio, Corp Paralegal
Inforum Communications, Inc.
1738 Union Street

San Francisco, CA 94123

ARTICLES OF MERGER

SKYLYNX COMMUNICATIONS
(SARASOTA), INC.

INTO

INFORUM COMMUNICATIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPIES (2)

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

CC

7-3-00

FILED
DO JUN 30 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
00 JUN 30 PM 3:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

SKYLYNX COMMUNICATIONS (SARASOTA), INC., a Florida corporation,
P98000094236

INTO

INFORUM COMMUNICATIONS, INC., a Delaware entity, F99000006623

File date: June 30, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 87.50

ARTICLES OF MERGER
OF
SKYLYNX COMMUNICATIONS (SARASOTA), INC.
AND
INFORUM COMMUNICATIONS, INC.

FILED
00 JUN 30 PM 4: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. The following is the Plan of Merger for merging SkyLynx Communications (Sarasota), Inc. with and into Inforum Communications, Inc. as approved by the Board of Directors of SkyLynx Communications (Sarasota), Inc. on December 29, 1999 and adopted at a meeting by the Board of Directors of Inforum Communications, Inc. December 29, 1999.

2. The merger of SkyLynx Communications (Sarasota), Inc. with and into Inforum Communications, Inc. is permitted by the laws of the jurisdiction of organization of Delaware and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Inforum Communications, Inc. was December 29, 1999.

3. Shareholder approval was not required for the merger.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 9 a.m. on June 30, 2000.

Executed on June 29, 2000

SkyLynx Communications (Sarasota), Inc.

By: 

Jeffery A. Mathias, President

Inforum Communications, Inc.

By: 

Jeffery A. Mathias, President

PLAN OF MERGER

"1. Inforum Communications, Inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of SkyLynx Communications (Sarasota), Inc., which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges SkyLynx Communications (Sarasota), Inc. into Inforum Communications, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Inforum Communications, Inc."

"2. The separate existence of SkyLynx Communications (Sarasota), Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act, and Inforum Communications, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization."

"3. The issued shares of SkyLynx Communications (Sarasota), Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished."

"4. The Board of Directors and the proper officers of Inforum Communications, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."