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Division of Corporations

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From:

Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
GROSS COMMUNICATIONS CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
ARTICLES OF MERGER
OF
GROSS TOWER CORPORATION,
A FLORIDA CORPORATION
INTO
GROSS COMMUNICATIONS CORPORATION,
A FLORIDA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between GROSS TOWER CORPORATION, a Florida Corporation ("Gross Tower") and GROSS COMMUNICATIONS CORPORATION, a Florida Corporation ("Gross Communications").

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated as of December 31, 2002 ("Agreement"), between Gross Tower and Gross Communications was approved and adopted by the Board of Directors and Shareholders of both Gross Tower and Gross Communications as of December 31, 2002.
2. Pursuant to the Agreement, all issued and outstanding shares of Gross Tower's stock will be cancelled by means of a merger of Gross Tower into Gross Communications with Gross Communications the surviving corporation. ("Merger").
3. The Agreement is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Pursuant to §607.1105(1)(b) of the Act, the date and time of the effective date shall be the date these Articles of Merger are filed with the Florida Secretary of State. However, for all business and accounting purposes, the effective date of the Merger shall be December 31, 2002.

Signed as of the 31st day of December, 2002.

GROSS TOWER CORPORATION,
a Florida Corporation

By: Herbert D. Gross
Print Name: Herbert D. Gross
Title: Director

GROSS COMMUNICATIONS CORPORATION,
a Florida corporation

By: John Gross
Print Name: John Gross
Title: Director

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**AGREEMENT AND PLAN OF MERGER
MERGING
GROSS TOWER CORPORATION
INTO
GROSS COMMUNICATIONS CORPORATION**

This Agreement and Plan of Merger is made as of the 31st day of December, 2002, by and between GROSS TOWER CORPORATION, a Florida corporation (the "Merging Corporation"), and GROSS COMMUNICATIONS CORPORATION, a Florida corporation (the "Surviving Corporation"). The Merging and Surviving Corporations are sometimes referred to in this Agreement as the "Constituent Corporations".

WHEREAS, the Board of Directors and Shareholders of the Parent Corporation deem it advisable and to the advantage of the corporations that the Merging Corporation be merged into the Surviving Corporation on the terms and conditions provided in this Agreement, and in accordance with Section 607.1104(1)(a) of the Florida Statutes.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Corporations have agreed and do hereby agree to merge on the terms and conditions stated below.

ARTICLE 1.

The Constituent Corporations hereby agree that the Merging Corporation shall be merged with and into the Surviving Corporation, and the Merging Corporation and the Surviving Corporation shall be a single corporation. The Surviving Corporation shall be the corporation continuing after the merger, and the separate existence of the Merging Corporation shall cease on the effective date specified in Articles of Merger filed with the Florida Secretary of State.

ARTICLE 2.

The mode of carrying the merger into effect shall be as follows: The certificate(s) representing the shares of stock of the Merging Corporation shall be surrendered and cancelled on the effective date. No additional shares shall be issued by the Surviving Corporation to reflect any change in the ownership interest in the Surviving Corporation after the effective date. The net worth of the Merging Corporation is considered zero.

ARTICLE 3.

The conditions of the applicable statutes of the State of Florida have been complied with as follows:

- (a) This Agreement and Plan of Merger will be approved by the Shareholders of the

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Constituent Corporations prior to the effective date for purposes of Section 607 of the Florida Statutes.

(b) This Agreement and Plan of Merger will be approved by the Board of Directors of the Constituent Corporations prior to the effective date for purposes of Section 607 of the Florida Statutes.

ARTICLE 4.

This Agreement and Plan of Merger shall become effective for all business and accounting purposes at the close of business on December 31, 2002. The effective date of merger for the purposes of Sections 607.1105(1)(b) and 607.1109(1)(f) of the Florida Statutes shall be the date on which the Articles of Merger are filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations have executed this Agreement as of the date first set forth above.

GROSS TOWER CORPORATION,
a Florida corporation

By Herbert P. Gross
Herbert P. Gross
as its Director

GROSS COMMUNICATIONS CORPORATION,
a Florida corporation

By John Gross
John Gross
as its Director

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