

G60168

Florida Department of State

Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SPECTRAFAX CORP.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

Handwritten signature and initials.

ARTICLES OF MERGER
Merger Sheet

MERGING:

SPECTRAFAX CORP., a Florida corporation, document number G60168

INTO

SEREFEX CORPORATION. a Delaware entity not qualified in Florida

File date: August 2, 2002

Corporate Specialist: Karen Gibson

29, 2002

SPECTRAFAX CORP.
100 N HORSESHOE DR.
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LES, FL 33942-7908US

SUBJECT: SPECTRAFAX CORP.
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IF DOCUMENT IS ILLEGIBLE AND NOT ACCEPTABLE FOR IMAGING.

IF OFFICE DOES NOT WANT A CERTIFIED COPY OF THE MERGER FROM
UNAWARE. IT IS REQUIRED THAT YOU SUBMIT ARTICLES OF MERGER AND
AGREEMENT AND PLAN OF MERGER.

IF MERGER WOULD BE FILED PURSUANT TO 607.1007 AND 607.1005
FLORIDA STATUTES.

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BEN GIBSON
CORPORATE SPECIALIST

FAX AUD. #: H02000170399
LETTER NUMBER: 902A00045677

ARTICLES
AND
PLAN AND AGREEMENT OF MERGER
OF
SPECTRAFAX CORP.
(a Florida corporation)
AND
SEREFEX CORPORATION
(a Delaware corporation)

FILED
02 AUG -2 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER entered into as of April 25, 2002 by Spectrafax Corp., a business corporation of the State of Florida ("Spectrafax"), and approved by resolution adopted by its Board of Directors on March 11, 2002, and entered into as of April 25, 2002 by Serefex Corporation, a business corporation of the State of Delaware ("Serefex"), and approved by resolution adopted by its Board of Directors on March 11, 2002.

WHEREAS, Spectrafax is a business corporation of the State of Florida with its registered office therein located at 4041 Gulfshore Boulevard, Suite 709, City of Naples, 34103-2680, County of Collier; and

WHEREAS, the total number of shares of stock which Spectrafax has authority to issue is 40,000,000, all of which are of one class and of a par value of \$.0001 each and of which 32,915,374 are issued and outstanding; and

WHEREAS, Serefex is a business corporation of the State of Delaware with its registered office therein located at 9 East Loockerman Street, City of Dover, 19901, County of Kent; and

WHEREAS, the total number of shares of stock which Serefex has authority to issue is 300,000,000, all of which are of one class and of a par value of \$.0001 each and of which none are issued and outstanding; and

WHEREAS, the Florida 1989 Business Corporation Act (the "Florida Act") permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, Spectrafax and Serefex and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Spectrafax with and into Serefex pursuant to the provisions of the Florida Act and pursuant to the provisions of the of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Spectrafax and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Serefex and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement of Merger set forth.

1. Spectrafax and Serefex shall, pursuant to the provisions of the Florida Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Serefex, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Spectrafax, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Florida Act.

2. The Certificate of Incorporation of Serefex shall be the Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into one share of the surviving corporation. The currently issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued and outstanding immediately prior to the effective time of the merger shall remain issued and outstanding.

6. The Plan and Agreement of Merger herein made and approved was submitted to the shareholders of the terminating corporation on March 11, 2002 for their approval or rejection in the manner presented by the Florida Act. The surviving corporation does not have shareholders as of April 25, 2002 and thus no shareholder approval of the Plan and Agreement of Merger is required pursuant to the Delaware General Corporation Law.

7. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Florida Act and upon behalf of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporation agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 and Agreement of Merger or of the merger herein provided for.

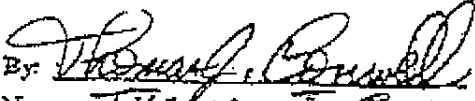

9. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware, shall be upon its filing and acceptance.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties hereto.

Dated: April 25, 2002

SPECTRAFAX CORP.

SEREFEX CORPORATION


By: <u></u>	By: <u></u>
Name: <u>THOMAS J. CONWELL</u>	Name: <u>DAVID D. MCKINNEY</u>
Title: <u>CEO</u>	Title: <u>President</u>

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CERTIFICATE OF SECRETARY OF
SEREFEX CORPORATION

The undersigned, being the Secretary of Serefex Corporation, a Delaware corporation, does hereby certify that the foregoing Plan and Agreement of Merger has been adopted upon behalf of said corporation pursuant to the provisions of Subsection (f) of Section 251 of the General Corporation Law of the State of Delaware, and that, as of the date of this Certificate, the outstanding shares of said corporation were such as to render the provisions of said Subsection (f) applicable.

Dated: April 25, 2002


Cliff Sulzerman, Secretary

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