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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

800003407878--4

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CORPORATION(S) NAME

Opto-Tech Industries, Inc.

Telephone Services Holdings, Inc.

merging into:

Telephone Services, Inc. of Florida

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R# |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <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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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

9/28
Merger
9-29-00
pkf
File 2nd

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

OPTO-TECH INDUSTRIES, INC., a Delaware corporation, F98000003875

TELEPHONE SERVICES HOLDINGS, INC., a Delaware corporation not
qualified in Florida

INTO

TELEPHONE SERVICES, INC., OF FLORIDA, a Florida entity, G85016.

File date: September 28, 2000

Corporate Specialist: Doug Spitler

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF MERGER
MERGING
OPTO-TECH INDUSTRIES, INC.
AND
TELEPHONE SERVICES HOLDINGS, INC.
INTO
TELEPHONE SERVICES, INC. OF FLORIDA

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporations do hereby certify the following:

1. That Opto-Tech Industries, Inc., a Delaware corporation, and Telephone Services Holdings, Inc., a Delaware corporation, are hereby merged into Telephone Services, Inc., of Florida, a Florida corporation, which is the surviving company.

3. That the Sole Shareholder and Directors of Opto-Tech Industries, Inc., a Delaware corporation, by unanimous written consent dated September 18, 2000, adopted and approved the Plan of Merger attached hereto in accordance with the provisions of the General Corporation Law of Delaware.

4. That the Sole Shareholder and Directors of Telephone Services Holdings, Inc. a Delaware corporation, by unanimous written consent dated September 18, 2000, adopted and approved the Plan of Merger in accordance with the provisions of the General Corporation Law of Delaware.

5. That the Sole Shareholder and Directors of Telephone Services, Inc., of Florida, a Florida corporation, by unanimous written consent dated September 18, 2000, adopted and approved the Plan of Merger in accordance with the provisions of the Florida Business Corporation Act.

Dated and effective September 30, 2000.

OPTO-TECH INDUSTRIES, INC.

By: MS

Harley M. Smith, Secretary

TELEPHONE SERVICES HOLDINGS, INC.

By: David C. Moon

David C. Moon, Vice Pres. & Asst. Treas.

TELEPHONE SERVICES, INC. OF
FLORIDA

By: MS

Harley M. Smith, Secretary

**PLAN OF MERGER
MERGING
OPTO-TECH INDUSTRIES, INC.
AND
TELEPHONE SERVICES HOLDINGS, INC.
INTO
TELEPHONE SERVICES, INC. OF FLORIDA**

1. Telephone Services, Inc. of Florida is the survivor.
2. All of the property, rights, privileges, leases and patents of Opto-Tech Industries, Inc., a Delaware corporation, and Telephone Services Holdings, Inc., a Delaware corporation, are to be transferred to and become the property of Telephone Services, Inc. of Florida, a Florida corporation, the survivor. The officers and the board of directors of the above named corporations are authorized to execute all deeds, assignments, assumptions and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.
3. The officers and board of directors of Opto-Tech Industries, Inc. and Telephone Services Holdings, Inc. shall continue in office until their successors are fully executed and qualified under the provisions of the by-laws of the surviving corporation.
4. 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 altered or amended as therein provided under the authority of the Florida Business Corporation Act.
5. The articles of incorporation of the survivor is not amended by virtue of this merger.
6. The surviving corporation will not issue any of its shares for the issued shares of Opto-Tech Industries, Inc. inasmuch as the sole shareholder of Opto-Tech Industries, Inc. is the surviving corporation. All of the issued shares of Opto-Tech Industries, Inc. shall upon the effective date of the merger, be surrendered and canceled. The shares of the surviving corporation shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.
7. The surviving corporation will issue a new stock certificate for 1,000 shares to JTP Industries, Inc., the sole shareholder of Telephone Services Holdings, Inc., for the issued shares of Telephone Services Holdings, Inc. All of the issued shares of Telephone Services Holdings, Inc. shall upon the effective date of the merger, be surrendered and canceled. The shares of the surviving corporation shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.
8. The shares of the surviving corporation issued and outstanding immediately prior to the merger (which shares are owned by Telephone Services Holdings, Inc.) shall become shares held in the treasury of the surviving corporation upon the effectiveness of the merger.

OPTO-TECH INDUSTRIES, INC.

TELEPHONE SERVICES HOLDINGS, INC.

By: HSW
Harley M. Smith, Secretary

By: David C. Moon
David C. Moon, V. Pres. & Asst. Treas.

TELEPHONE SERVICES, INC. OF FLORIDA

By: HSW
Harley M. Smith, Secretary