

G85016

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Bond Technologies Inc. Merging into: Telephone Services, Inc. of Florida

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FILED
2001 SEP 28 PM 2:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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-09/28/01-01012-025

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<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
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	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
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	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
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<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		

RECEIVED
01 SEP 28 PM 2:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

9/28/01

Order#: 4811691

EFFECTIVE DATE
09-30-01

Ref#: _____

Amount: \$ _____

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



C. Coulliette SEP 28 2001

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BOND TECHNOLOGIES, INC., a California corporation not qualified in Florida

INTO

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

File date: September 28, 2001 , effective September 30, 2001

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607-1105, F.S.

First: The name and jurisdiction of the surviving corporation is: Telephone Services, Inc. of Florida, a Florida corporation.

Second: The name and jurisdiction of each merging corporation is: Bond Technologies, Inc., a California corporation.


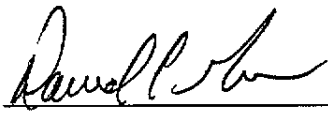
Third: The Plan of Merger is attached as Exhibit A.

Fourth: The merger shall become effective on the date of the Agreement of Merger is filed with the Secretary of State of the State of Florida.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on September 26, 2001.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on September 26, 2001.

Seventh: The signatures of an authorized officer of each corporation are as follows:

<u>NAME OF CORPORATION</u>	<u>SIGNATURE</u>	<u>NAME OF INDIVIDUAL & TITLE</u>
Telephone Services, Inc. of Florida		David C. Moon Vice President & Assistant Treasurer
Bond Technologies, Inc.		David C. Moon Vice President & Assistant Treasurer

EFFECTIVE DATE
09-30-01

FILED
2001 SEP 28 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
PLAN OF MERGER

PLAN OF MERGER

PLAN OF MERGER (the "Plan"), dated, this 27th day of September, 2001, pursuant to Section 607.1101 of the Florida Business Corporation Act, between Telephone Services, Inc. of Florida, a Florida corporation, and Bond Technologies Inc., a California corporation.

WITNESSETH that:

WHEREAS, the constituent corporations desire to merge into a single corporation;

NOW, THEREFORE, such constituent corporations, parties to this Plan, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Telephone Services, Inc. of Florida hereby agrees to merge into itself Bond Technologies Inc., and said Bond Technologies Inc. hereby agrees to be merged into Telephone Services, Inc. of Florida, which shall be the surviving corporation on the terms set forth herein.

SECOND: The Articles of Incorporation of Telephone Services, Inc. of Florida, as heretofore amended and as in effect on the date of the merger provided for in this Plan, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

THIRD: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) The merger shall be effective as of the close of business on September 30, 2001.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed, and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation, respectively. The merged corporation hereby

agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this merger, shall remain issued and outstanding.

(b) The surviving corporation will not issue any of its shares for the issued shares of Bond Technologies Inc. inasmuch as the sole shareholder of Bond Technologies Inc. is also the sole shareholder of the surviving corporation. All of the issued shares of Bond Technologies 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.

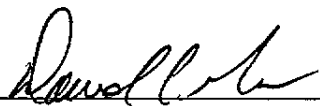
FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Plan may be terminated and abandoned by the Boards of Directors of either constituent corporation at any time prior to the time that this merger filed with the Department of State of Florida and the Secretary of State of California becomes effective. The Plan may be amended by the Board of Directors of the constituent corporations at any time prior to the time that this merger filed with the Department of State of Florida and the Secretary of State of California becomes effective, provided that an amendment made subsequent to the adoption of the Plan by the shareholders of any constituent corporation shall not (a) alter or change the amount or kind of shares, securities, cash, property and /or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (b) except as specified in Section 607.1002 of the Florida statutes or without the vote of shareholders entitled to vote on the matter, change any term of the articles of incorporation of any corporation the shareholders of which must approve the plan of merger, or (c) change any other terms and conditions of the Plan if such change would materially and adversely affect such corporation or the holders of shares of any class or series of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Plan, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed by an authorized officer of each party hereto as the respective act, deed and agreement of each of said corporations, on this 26th day of September, 2001.

TELEPHONE SERVICES, INC.
OF FLORIDA

By: 
Harley M. Smith
Secretary

BOND TECHNOLOGIES, INC.

By: 
David C. Moon
Vice President & Asst. Treasurer