

# G-85016

CT CORPORATION SYSTEM

FILED

01 DEC 27 PM 3:42

CORPORATION(S) NAME

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LoDan International, 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"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<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		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

12/27/01

**EFFECTIVE DATE**

12-31-01

*MS*  
*Merger*  
*12-27-01*  
*DKS*

Order#: 5013523

Ref#:

000004741280--4  
-12/27/01--01041--025

Amount: \$ \*\*\*\*\*70.00 \*\*\*\*\*70.00

RECEIVED  
01 DEC 27 PM 12:26  
DIVISION OF CORPORATION

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

A CCH LEGAL INFORMATION SERVICES COMPANY

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

LODAN INTERNATIONAL, INC., a Delaware corporation, F00000004137

INTO

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

File date: December 27, 2001 , effective December 31, 2001

Corporate Specialist: Doug Spitler

## 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.

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01 DEC 27 PM 3:42  
TALLAHASSEE, FLORIDA

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

**Second:** The name and jurisdiction of each merging corporation is: LoDan International, Inc., a Delaware corporation.

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

**EFFECTIVE DATE**


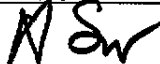
12-31-01

**Fourth:** The merger shall become effective as of 11:59 p.m. on December 31, 2001.

**Fifth:** The Plan of Merger was adopted by the sole shareholder of the surviving corporation on December 20, 2001.

**Sixth:** The Plan of Merger was adopted by the sole shareholder of the merging corporation on December 20, 2001.

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

NAME OF CORPORATION	SIGNATURE	NAME OF INDIVIDUAL & TITLE
Telephone Services, Inc. of Florida		D. C. Moon, Vice President & Assistant Treasurer
LoDan International, Inc.		H. M. Smith, Secretary

**EXHIBIT A**  
**PLAN OF MERGER**

## PLAN OF MERGER

PLAN OF MERGER (the "Plan"), dated, this 20<sup>th</sup> day of December, 2001, pursuant to Section 607.1101 of the Florida Business Corporation Act, between Telephone Services, Inc. of Florida, a Florida corporation, and LoDan International, Inc., a Delaware 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 LoDan International, Inc., and said LoDan International, 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 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 shareholders and until their successors shall have been elected and qualified.

(c) The merger shall be effective as of 11:59 p.m. on December 31, 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.

THIRD: 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.

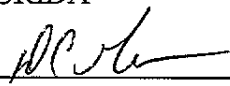
(b) The surviving corporation will not issue any of its shares for the issued shares of LoDan International, Inc. inasmuch as the sole shareholder of LoDan International, Inc. is also the sole shareholder of the surviving corporation. All of the issued shares of LoDan International, Inc. shall upon the 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.

FOURTH: 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 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 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.

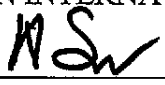
IN WITNESS WHEREOF, the parties to this Plan, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed by an authorized officer of each party hereto as the

respective act, deed and agreement of each of said corporations, on this 20<sup>th</sup> day of December, 2001.

TELEPHONE SERVICES, INC.  
OF FLORIDA

By:   
Name: D. C. Moon  
Title: Vice President & Assistant Treasurer

LODAN INTERNATIONAL, INC.

By:   
Name: H. M. Smith  
Title: Secretary