

G86491

TELECOM SERVICES, INC.  
5020 GUNN HIGHWAY  
SUITE 210  
TAMPA, FL 33624

February 9, 1999

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-02/11/99--01044--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL

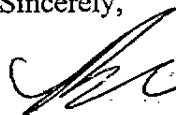
RE: Articles of Merger  
TGI Investments, Inc./Telecom Services, Inc.

Dear Sir or Madam:

Please register and acknowledge the Articles of Merger that are enclosed merging TGI Investments, Inc. into its subsidiary, Telecom Services, Inc. A check in the amount of \$70,000.00, \$35.00 per corporation, is enclosed for your use. Also enclosed is a waiver from Telecom Services, Inc. shareholders, for your records.

If there is additional information you require to effect the merger, please feel free to contact me.

Sincerely,



Bruce W. Wilkinson  
Owner and Director  
TGI Investments, Inc.

President, Telecom Services, Inc.

*Bruce Wilkinson gave authorization  
to Re-Title Document. 2/17 75*

FILED  
99 FEB 11 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
3/1/99

*Menger*

FVS FEB 18 1999

PHONE: (813) 265-2630  
FAX: (813) 265-8112

BWWILKINSON@INTERMEDIA.COM

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

TGI INVESTMENTS, INC., a Florida corporation, P94000076923

INTO

**TELECOM SERVICES, INC.**, a Florida corporation, G86491.

File date: February 11, 1999 , effective March 1, 1999

Corporate Specialist: Velma Shepard

ARTICLES AND PLAN OF MERGER

**TGI INVESTMENTS, INC.**

**AND**

**TELECOM SERVICES, INC.**

FILED

99 FEB 11 AM 11:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

3/1/99

*Pursuant to the provisions of section 607.1104, Florida Statutes, TGI Investments, Inc. adopts the following Articles of Merger:*

- FIRST:** TGI Investments, Inc., parent corporation of Telecom Services, Inc., merges itself with its subsidiary Telecom Services, Inc. The surviving corporation shall be Telecom Services, Inc.
- SECOND:** All of the shares of TGI Investments, Inc. are owned by one individual and shares of Telecom Services shall be authorized and issued on a pro rata basis to that individual upon surrender of the Certificates of TGI Investments, Inc.
- THIRD:** TGI Investments, Inc. owns 100 percent of the stock of Telecom Services, Inc. Therefore, there are no shareholders of Telecom Services, Inc. who qualify to dissent from the merger pursuant to Section 607.1320.
- FOURTH:** Pending the action of the Department of State, the effective date of this merger shall be March 1, 1999.
- FIFTH:** These Articles of Merger were adopted on January 31, 1999 by unanimous vote of the Board of Directors of the Corporation pursuant to a duly constituted meeting.

Signed this day 15<sup>th</sup> of January 1999

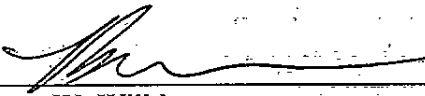
Signature



**Bruce W. Wilkinson**  
**Director**

# WAIVER

The undersigned, Bruce W. Wilkinson, being the sole director and sole stockholder of TGI Investments, Inc., which corporation is the parent of and owns 100 % of the stock of Telecom Services, Inc., and being President and Director of Telecom Services, Inc., hereby waives notice of and dissent to the Articles of Merger submitted by TGI Investments, Inc. and merging the two corporations into Telecom Services, Inc.



Bruce W. Wilkinson  
Director

1-15-89

Date