

Document Number Only

H37535

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Global Telemedia International, Inc.

merging into:

Global Telemedia International, Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

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☐ Call When Ready

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102.50

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H37535

ARTICLES OF MERGER
Merger Sheet

MERGING:

GLOBAL TELEMEDIA INTERNATIONAL, INC., a Florida corporation H37535

INTO

GLOBAL TELEMEDIA INTERNATIONAL, INC.. a Delaware corporation not
qualified in Florida

File date: October 6, 1997

Corporate Specialist: Annette Hogan

ORIGINAL

ARTICLES OF MERGER

BETWEEN

GLOBAL TELEMEDIA INTERNATIONAL, INC.
a Florida corporation

AND

GLOBAL TELEMEDIA INTERNATIONAL, INC.
a Delaware corporation

FILED
97 OCT -6 PM 3:07
TALLAHASSEE, FLORIDA

The undersigned, President and Secretary of each of Global TeleMedia International, Inc., a Florida corporation ("Parent") and Global TeleMedia International, Inc., a Delaware corporation ("Subsidiary"), hereby certify that pursuant to the provisions of Section 607.1103 of the Florida Business Corporation Act, Parent and Subsidiary adopt the following Articles of Merger, hereby set forth, as of September 16, 1997, as follows:

1. The Plan of Merger respectively, approved by each of Parent and Subsidiary, pursuant to the laws of the States of Florida and Delaware, respectively, is set forth in the form attached as Exhibit "A" hereto.

2. The Plan of Merger was adopted by the Board of Directors of Subsidiary as of November 12, 1996 and the Board of Directors of Parent as of September 16, 1997, pursuant to the resolutions in the form attached as Exhibit "B" hereto, and by the stockholders of Parent, on September 16, 1997, at a meeting of the stockholders of Parent, by the vote of 54.84% of the issued and outstanding voting securities of Parent eligible to vote as of August 7, 1997, the record date for such meeting at which the Plan of Merger was adopted by the stockholders of Parent. The vote of the stockholders of Parent by which the Plan of Merger was adopted was 12,673,695 shares in favor, 742,121 shares opposed and 9,693,719 shares abstained or not voting, out of Parent's total of 23,109,535 eligible voting shares issued and outstanding as of the record date of such vote. Immediately prior to the approval of the Plan of Merger by Parent and Subsidiary, as set forth above, Parent was and remains the owner of 100 shares of the common stock of Subsidiary, which constitutes 100% of the issued and outstanding securities of Subsidiary. Therefore, stockholder approval of the Plan of Merger by Subsidiary was not required under Florida and Delaware law.

3. The effective date of these Articles of Merger shall be the filing date of these Articles of Merger. Such effective date complies with Section 607.1105 of the Florida Business Corporation Act. The surviving corporation upon the effective date of these Articles of Merger shall be Subsidiary. The business address of each of Parent and Subsidiary is 1121 Alderman Drive, Suite 200, Alpharetta, Georgia 30202.

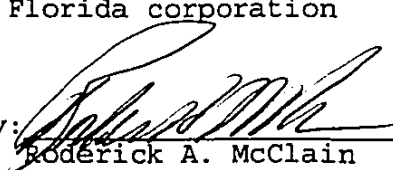
4. The Restated Certificate of Incorporation of Subsidiary, the surviving corporation, upon the effectiveness of the Plan of Merger, shall be in the form attached as Exhibit "C" hereto.

5. Subsidiary hereby agrees that it may be served with process in the State of Florida in any action or special proceeding for enforcement of any liability or obligation of Parent or Subsidiary arising from the Plan of Merger. Subsidiary appoints the Secretary of State of the State of Florida as its agent to accept service of process in any such suit or other proceeding and a copy of such process shall be mailed by the Secretary of State of the State of Florida to Subsidiary at 1121 Alderman Drive, Suite 200, Alpharetta, Georgia 30202, Attention: Roderick A. McClain, President.

IN WITNESS WHEREOF, Parent and Subsidiary have caused these Articles of Merger to be executed and delivered at Alpharetta, Georgia by their respective duly authorized officers as of the date first written above.

GLOBAL TELEMEDIA
INTERNATIONAL, INC.
a Florida corporation

By:

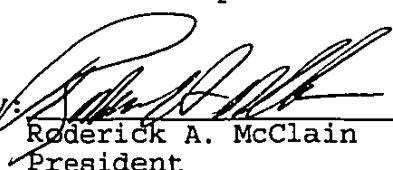

Roderick A. McClain
President

By:


Melissa D. Hart
Secretary

GLOBAL TELEMEDIA
INTERNATIONAL, INC.
a Delaware corporation

By:


Roderick A. McClain
President

By:

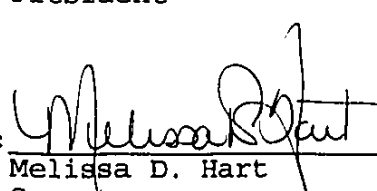

Melissa D. Hart
Secretary

EXHIBIT A

EXHIBIT "A"

PLAN OF MERGER

BETWEEN

GLOBAL TELEMEDIA INTERNATIONAL, INC.
a Florida corporation

AND

GLOBAL TELEMEDIA INTERNATIONAL, INC.
a Delaware corporation

The following corporations are parties to this Plan of Merger:
(i) Global TeleMedia International, Inc., a Florida corporation ("GTMI Florida"), and (ii) Global TeleMedia International, Inc., a Delaware corporation ("GTMI Delaware").

1. GTMI Florida has acquired and owns 100 shares of the common stock of GTMI Delaware, which constitutes 100% of the issued and outstanding securities of GTMI Delaware.

2. GTMI Florida has issued and outstanding 23,609,535 shares of common stock, which constitutes one hundred percent of the issued and outstanding common stock of GTMI Florida.

3. The address of each of GTMI Florida and GTMI Delaware is 1121 Alderman Drive, Suite 200, Alpharetta, Georgia 30202. The address of GTMI Delaware, which shall be the surviving corporation upon the effective date of the agreement of merger, shall remain the same.

4. Upon the effective date of the agreement of merger underlying this Plan of Merger, GTMI Florida shall be merged into GTMI Delaware. The surviving corporation upon the effective date of the agreement of merger shall be GTMI Delaware.

5. Upon the effective date and by virtue of the merger and without any action on the part of the holder thereof:

(a) each share of GTMI Florida common stock outstanding immediately prior to the Effective Time shall be changed and converted into and shall be one fully paid and nonassessable shares of GTMI Delaware common stock and no fractional shares shall be issued and fractions of half or more shall be rounded to a whole share and fractions of less than half shall be disregarded such that the issued and outstanding capital stock of GTMI Delaware resulting from the conversion of the capital stock of GTMI Florida upon the effective date shall be 23,609,535 shares of common stock; and

(b) the 100 shares of GTMI Delaware common stock presently issued and outstanding in the name of GTMI Florida shall be canceled and retired and resume the status of authorized and unissued shares of GTMI Delaware common stock, and no shares of GTMI Delaware common stock or other securities of GTMI Florida shall be issued in respect thereof.

5. Each holder of shares of GTMI Florida shall thereupon surrender the share certificate or certificates to GTMI Delaware representing each of their respective ownership interest in GTMI Florida and shall thereupon be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of GTMI Delaware into which the shares of GTMI Florida theretofore represented by a certificate or certificates so surrendered shall have been converted.

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EXHIBIT B

EXHIBIT "B"

RESOLUTION

OF THE

BOARD OF DIRECTORS

OF

GLOBAL TELEMEDIA INTERNATIIONAL, INC.
a Florida corporation

dated as of September 16, 1997

Agreement and Plan of Merger

WHEREAS the Corporation owns one hundred percent (100%) of the issued and outstanding shares of common stock of Global TeleMedia International, Inc., a Delaware corporation ("Subsidiary"); and

WHEREAS it has been proposed that the Corporation enter into the Agreement of Merger between the Corporation and Subsidiary dated as of September 16, 1997, including the Plan of Merger attached as an exhibit thereto, in the form attached hereto as Exhibit "A" (the "Agreement and Plan of Merger");

WHEREAS the Agreement and Plan of Merger has been submitted to and approved by the stockholders representing at least a majority of the issued and outstanding voting securities of the Corporation; and

WHEREAS the Board of Directors has reviewed the proposed Agreement and Plan of Merger and finds it in the best interests of the Corporation to adopt the Agreement and Plan of Merger;

NOW THEREFORE BE IT RESOLVED that the Board of Directors adopt the Agreement and Plan of Merger;

RESOLVED FURTHER that the officers of the Corporation are hereby authorized, empowered and directed to take all actions and execute all documents necessary to carry out the intent of this resolution.

EXHIBIT C

ORIGINAL

RESTATED
CERTIFICATE OF INCORPORATION
OF
GLOBAL TELEMEDIA INTERNATIONAL, INC.

This Restated Certificate of Incorporation (the "Certificate") of GLOBAL TELEMEDIA INTERNATIONAL, INC. (the "Corporation"), was duly adopted by the Board of Directors of the Corporation on November 12, 1996 and the stockholders of the Corporation on September 16, 1997, as set forth below, in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware. The original Certificate of Incorporation was filed on November 8, 1996.

The following Restated Certificate of Incorporation was adopted on September 16, 1997 by the vote of the stockholders of the Corporation. The vote of stockholders of the Corporation by which the foregoing Restated Certificate of Incorporation was adopted, at a meeting of the stockholders of the Corporation on September 16, 1997, was 12,673,695 shares in favor, 742,121 shares opposed and 9,693,719 shares abstained or not voting, out of the Corporation's total of 23,109,535 eligible voting shares issued and outstanding, as of August 7, 1997, the record date for such meeting. The number of shares voted for the Restated Certificate of Incorporation was sufficient for approval.

The text of the Certificate of Incorporation as amended or supplemented heretofore is hereby restated and further amended to read in its entirety as follows:

FIRST: The name of the corporation is Global TeleMedia International, Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware shall be at Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name and address of the Corporation's registered agent in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the General Corporation Law of the State of Delaware.

FOURTH: 1. The total number of shares of stock which the Corporation shall have authority to issue is Eighty Five Million (85,000,000) shares, consisting of Seventy Five Million (75,000,000) shares of Common Stock, par value \$0.004 per share (the "Common Stock"), and Ten Million (10,000,000) shares of Preferred Stock, par value \$0.004 per share (the "Preferred Stock").

2. Shares of Preferred Stock may be issued from time to time in one or more series as may be established from time to time by resolution of the Board of Directors of the Corporation (the "Board of Directors"), each of which series shall consist of such number of shares and have such distinctive designation or title as shall be fixed by resolution of the Board of Directors prior to the issuance of any shares of such series. Each such class or series of Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution of the Board of Directors providing for the issuance of such series of Preferred Stock. The Board of Directors is further authorized to increase or decrease (but not below the number of shares of such class or series then outstanding) the number of shares of any series subsequent to the issuance of shares of that series.

FIFTH: In furtherance and not in limitation of the powers conferred by statute and subject to Article Sixth hereof, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the Bylaws of the Corporation (the "Bylaws").

SIXTH: Notwithstanding Article Fifth hereof, the Bylaws may be adopted, rescinded, altered or amended in any respect by the stockholders of the Corporation, but only by the affirmative vote of the holders of not less than 66 2/3% of the voting power of all outstanding shares of voting stock regardless of class and voting together as a single voting class; provided, however, that where such action is approved by a majority of the continuing directors the affirmative vote of a majority of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single voting class, shall be required for approval of such action.

SEVENTH: The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. Except as may otherwise be provided pursuant to Section 2 of Article Fourth hereof in connection with rights to elect additional directors under specified circumstances which may be granted to the holders of any series of Preferred Stock, the exact number of directors of the Corporation shall be determined from time to time by a Bylaw or Amendment thereto provided that the number of

directors shall not be reduced to less than three (3), except that there need be only as many directors as there are stockholders in the event that the outstanding shares are held of record by fewer than three (3) stockholders.

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

EIGHTH: Each director shall serve until his successor is elected and qualified or until his death, resignation or removal; no decrease in the authorized number of directors shall shorten the term of any incumbent director; and additional directors, elected pursuant to Section 2 of Article Fourth hereof in connection with rights to elect such additional directors under specified circumstances which may be granted to the holders of any series of Preferred Stock, shall not be included in any class, but shall serve for such term or terms and pursuant to such other provisions as are specified in the resolution of the Board of Directors establishing such series.

NINTH: Except as may otherwise be provided pursuant to Section 2 of Article Fourth hereof in connection with rights to elect additional directors under specified circumstances which may be granted to the holders of any series of Preferred Stock, newly created directorships resulting from any increase in the number of directors, or any vacancies on the Board of Directors resulting from death, resignation, removal or other causes, shall be filled solely by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified or until such director's death, resignation or removal, whichever first occurs.

TENTH: Except for such additional directors as may be elected by the holders of any series of Preferred Stock pursuant to the terms thereof established by a resolution of the Board of Directors pursuant to Article Fourth hereof, any director may be removed from office with or without cause and only by the affirmative vote of the holders of not less than 66 2/3% of the voting power of all outstanding shares of voting stock entitled to vote in connection with the election of such director regardless of class and voting together as a single voting class; provided, however, that where such removal is approved by a majority of the continuing directors, the affirmative vote of a majority of the voting power of all outstanding shares of voting stock entitled to vote in connection with the election of such director, regardless of class and voting together as a single voting class, shall be required for approval of such removal.

ELEVENTH: Any action required or permitted to be taken by the stockholders of the Corporation must be effected at a duly called Annual Meeting or at a special meeting of stockholders of the Corporation.

TWELFTH: 1. At the first Annual Meeting of Stockholders of the Corporation (the "Annual Meeting") after the authorized number of directors is nine (9) or more, the Board of Directors shall be divided into three (3) classes: Class I, Class II and Class III. The number of directors in each class shall be the whole number contained in such quotient obtained by dividing the authorized number of directors by three (3). If a fraction is also contained in such quotient, then additional directors shall be apportioned as follows: If such fraction is one-third, the additional director shall be a member of Class III; and if such fraction is two-thirds, one of the additional directors shall be a member of Class II and the other shall be a member of Class III. Each director shall serve for a term ending on the date of the third Annual Meeting following the Annual Meeting at which such director was elected; provided, however, that the directors first elected to Class I shall serve for a term ending on the date of the first Annual Meeting following their election, the directors first elected to Class II shall serve for a term ending on the date of the second Annual Meeting following their election and the directors first elected to Class III shall serve for a term ending on the date of the third Annual Meeting following their election.

Whenever the authorized number of directors shall be reduced to less than nine (9) directors, the existing directors shall serve out the remainder of their terms based upon their respective classes and each subsequently elected director shall serve for a one (1) year term. At such subsequent time as the authorized number of directors is nine (9) or more directors, the prior paragraph shall again become operative.

2. Notwithstanding the foregoing provisions of this Article Twelfth: each director shall serve until his successor is elected and qualified or until his death, resignation or removal; no decrease in the authorized number of directors shall shorten the term of any incumbent director; and additional directors, elected pursuant to Section 2 of Article Fourth hereof in connection with rights to elect such additional directors under specified circumstances which may be granted to the holders of any series of Preferred Stock, shall not be included in any class, but shall serve for such term or terms and pursuant to such other provisions as are specified in the resolution of the Board of Directors establishing such series.

THIRTEENTH: Meetings of stockholders of the Corporation may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision of applicable law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

FOURTEENTH: For the purposes of this Restated Certificate of Incorporation, the following definitions shall apply:

- (a) "continuing director" means: (i) any member of the Board of Directors who (A) is not an interested stockholder or an affiliate or associate of an interested stockholder and (B) was a member of the Board of Directors prior to the time that an interested stockholder became an interested stockholder; and (ii) any person who is elected or nominated to succeed a continuing director, or to join the Board of Directors, by a majority of the continuing directors.
- (b) The terms "affiliate," "associate," "control," "interested stockholder," "owner," "person" and "voting stock" shall have the meanings set forth in Section 203(c) of the Delaware General Corporation Law.

FIFTEENTH: The provisions set forth in this Article Fourteenth and in Articles Fourth, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh and Twelfth hereof may not be repealed, rescinded, altered or amended in any respect, and no other provision or provisions may be adopted which impair(s) in any respect the operation or effect of any such provision, except by the affirmative vote of the holders of not less than 66 2/3% of the voting power of all outstanding shares of voting stock regardless of class and voting together as a single voting class, and, where such action is proposed by an interested stockholder or by any associate or affiliate of an interested stockholder, the affirmative vote of the holders of a majority of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single class, other than shares held by the interested stockholder which proposed (or the affiliate or associate of which proposed) such action, or any affiliate or associate of such interested stockholder; provided, however, that where such action is approved by a majority of the continuing directors, the affirmative vote of a majority of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single voting class, shall be required for approval of such action.

SIXTEENTH: The Corporation reserves the right to adopt, repeal, rescind, alter or amend in any respect any provision contained in this Certificate in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation. Notwithstanding the preceding sentence, the provisions set forth in Articles Fourth, Fifth, Sixth, Seventh, Eighth, Ninth, Tenth, Eleventh, Twelfth and Fifteenth may not be repealed, rescinded, altered or amended in any respect, and no other provision or provisions may be adopted which impair(s) in any respect the operation or effect of any such provision, unless such action is approved as specified in Article Fourteenth hereof.


SEVENTEENTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the Delaware General Corporation Law, or (d) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law. Any repeal or modification of this Section by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.


EIGHTEENTH: No contract or other transaction of the Corporation with any other person, firm or corporation, or in which this corporation is interested, shall be affected or invalidated by: (a) the fact that any one or more of the directors or officers of the Corporation is interested in or is a director or officer of such other firm or corporation; or, (b) the fact that any director or officer of the Corporation, individually or jointly with others, may be a party to or may be interested in any such contract or transaction, so long as the contract or transaction is authorized, approved or ratified at a meeting of the Board of Directors by sufficient vote thereon by directors not interested therein, to which such fact of relationship or interest has been disclosed, or the contract or transaction has been approved or ratified by vote or written consent of the stockholders entitled to vote, to whom such fact of relationship or interest has been disclosed, or so long as the contract or transaction is fair and reasonable to the Corporation. Each person who may become a director or officer of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Corporation

for the benefit of himself or any firm or corporation in which he may in any way be interested.

IN WITNESS WHEREOF GLOBAL TELEMEDIA INTERNATIONAL, INC. has caused this Restated Certificate of Incorporation to be executed by its President and to be attested to by its Secretary as of the 16th day of September, 1997.

GLOBAL TELEMEDIA INTERNATIONAL, INC.

By: 
Roderick A. McClain
Chief Executive Officer

By: 
Melissa D. Hart
Secretary

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