

J65107

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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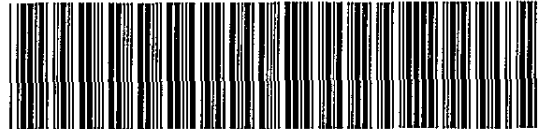
(Business Entity Name)

(Document Number)

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100009550121

EFFECTIVE DATE

12/31/05

merged

RECEIVED

02 DEC 23 PM 2:36

FILED

02 DEC 23 PM 2:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

X02250, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

MERRIMACK TELECOMMUNICATIONS CORP., a Florida corporation J65107
,

INTO

CCPR, INC., a Delaware entity not qualified in Florida.

File date: December 23, 2002, effective December 31, 2002

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00



ACCOUNT NO. : 072100000032

REFERENCE : 868066 4320229

AUTHORIZATION

COST LIMIT

Patricia Pigato
\$ ~~35.00~~ 70.00

ORDER DATE : December 23, 2002

ORDER TIME : 12:36 PM

ORDER NO. : 868066-005

CUSTOMER NO: 4320229

CUSTOMER: Tammy Thomas, Legal Assistant
Kilpatrick Stockton, Llp
Suite 2800, Suite 2800
1100 Peachtree Street
Atlanta, GA 30309

ARTICLES OF MERGER

MERRIMACK TELECOMMUNICATIONS
CORP.

INTO

CCPR, INC.

EFFECTIVE DATE: 12/31/2002

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Parramore

EXAMINER'S INITIALS: _____



RESUBMIT

Please give original
submission date as file date.

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 26, 2002

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: MERRIMACK TELECOMMUNICATIONS CORP.
Ref. Number: J65107

We have received your document for MERRIMACK TELECOMMUNICATIONS CORP. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The original date of incorporation of Merrimack Telecommunications Corp. is incorrect in paragraph 2 of the agreement and plan of merger. Please see the attached printout.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Document Specialist

Letter Number: 502A00067372

RECEIVED
02 DEC 27 AM 10:25
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/31/02

ARTICLES OF MERGER

OF

MERRIMACK TELECOMMUNICATIONS CORP.
(a Florida corporation)

AND

CCPR, INC.
(a Delaware corporation)

FILED
02 DEC 23 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging MERRIMACK TELECOMMUNICATIONS CORP., a Florida corporation with and into CCPR, INC., a Delaware corporation.

2. The shareholders entitled to vote on the aforesaid Plan of Merger of MERRIMACK TELECOMMUNICATIONS CORP. approved and adopted the Plan of Merger by unanimous written consent on December 20, 2002.

3. The merger of MERRIMACK TELECOMMUNICATIONS CORP. with and into CCPR, INC. is permitted by the laws of the jurisdiction of organization of CCPR, INC. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of CCPR, INC. was December 20, 2002.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 11:57 p.m. Eastern Standard Time on December 31, 2002.

Executed on December 20, 2002.

MERRIMACK TELECOMMUNICATIONS
CORP.

By: 

Name:

CAROL L. TACKER

Title:

V.P. + Asst Gen Counsel

CCPR, INC.

By: 

Name:

CAROL L. TACKER

Title:

V.P. + Asst Gen Counsel

AGREEMENT AND PLAN OF MERGER
OF
MERRIMACK TELECOMMUNICATIONS CORP.
(a Florida corporation)
AND
CCPR, INC.
(a Delaware corporation)

This Agreement and Plan of Merger, made and entered into as of December 20, 2002, by and between Merrimack Telecommunications Corp., a Florida corporation ("Merrimack"), and CCPR, Inc., a Delaware corporation ("CCPR"), as approved by the resolutions adopted by the Board of Directors and the Sole Shareholder of Merrimack and by the resolutions adopted by the Board of Directors and the Sole Shareholder of CCPR.

WITNESSETH

WHEREAS, Merrimack was incorporated on April 2, 1987, under the Florida Business Corporation Act, and CCPR is the Sole Shareholder of Merrimack; and

WHEREAS, CCPR was incorporated on May 18, 1988, under the Delaware General Corporation Law, and Cellular Communications of Puerto Rico, Inc. is the Sole Shareholder of CCPR; and

WHEREAS, the Board of Directors and the Sole Shareholder of Merrimack and the Board of Directors and the Sole Shareholder of CCPR deem it advisable and to the advantage, welfare, and best interests of the respective entities and their shareholders that Merrimack merge with and into CCPR pursuant to the provisions of the Florida Business Corporation Act and the Delaware General Corporation Law upon the terms and conditions hereinafter set forth; and

WHEREAS, CCPR shall be the surviving entity in the merger, and that upon such merger, Merrimack's existence shall cease in accordance with the provisions of the Florida Business Corporation Act and the Delaware General Corporation Law.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by resolutions adopted by the Board of Directors and the Sole Shareholder of Merrimack and by the Board of Directors and the Sole Shareholder of CCPR, pursuant to the provisions of the Florida Business Corporation Act, the Delaware General Corporation Law, the Agreement and Plan of Merger and the terms and conditions thereof, the mode of carrying the same into effect, together with any provisions

required or permitted to be set forth therein, are hereby determined and agreed upon, this proposed Agreement and Plan of Merger (the "Merger Agreement") is set forth below:

AGREEMENT AND PLAN OF MERGER

1. The names of the entities proposing to merge pursuant to this Merger Agreement are Merrimack Telecommunications Corp., a Florida corporation, and CCPR, Inc., a Delaware corporation. CCPR shall be the surviving entity in the merger so that, at and after the effective time of the merger, the merged entities shall be known as "CCPR, Inc."

2. The terms and conditions of the proposed merger and the mode of carrying it into effect are as follows:

- (a) Merrimack shall merge with and into CCPR and shall be a single corporation, and that corporation shall be CCPR (the "Surviving Company").
- (b) The separate existence of Merrimack shall cease.
- (c) The Surviving Company shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation incorporated under the Delaware General Corporation Law.
- (d) The Surviving Company shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises, of a public as well as a private nature, of Merrimack and CCPR. All property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, all other choses in action and all and every other interest of or belonging to or due Merrimack and CCPR shall be vested in the Surviving Company without further act or deed; and the title to any real estate, or any interest therein, or any other property vested in Merrimack and CCPR shall not revert or be in any way impaired by reason of such merger.
- (e) The Surviving Company shall thenceforth be responsible and liable for all the liabilities and obligations of Merrimack and CCPR and any claim existing or action or proceeding pending by or against Merrimack and CCPR may be prosecuted as if the merger had not taken place or the Surviving Company may be substituted in its place. Neither the right of creditors nor any liens upon the property of the Surviving Company shall be impaired by such merger.

3. The present Certificate of Incorporation of CCPR shall constitute the Certificate of Incorporation of said Surviving Company and said Certificate of Incorporation

shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

4. The present Bylaws of CCPR shall be the Bylaws of said Surviving Company and shall continue in full force and effect until altered or amended as therein provided and in the manner prescribed by the Delaware General Corporation Law.

5. The directors and officers of the Surviving Company in office at the effective time of the merger shall be the members of the Board of Directors and the officers of the Surviving Company, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Company.

6. All resolutions of the Board of Directors and all resolutions of the Sole Shareholder of Merrimack existing on the effective date of the merger shall continue in existence and shall be considered resolutions of the Surviving Company.

7. At the effective time of the merger, all of the issued and outstanding shares of Merrimack shall be cancelled without further consideration. As of the effective time of the merger, all of the issued and outstanding shares of CCPR shall remain issued and outstanding and shall be unaffected by the merger.

8. Merrimack and CCPR agree that they shall cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Delaware and that they shall cause to be performed all necessary acts within the States of Florida and Delaware, and elsewhere, to effectuate the merger.

9. The Board of Directors, the Sole Shareholder and the proper officers of Merrimack, and the Board of Directors, the Sole Shareholder and the proper officers of CCPR, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Merger Agreement or of the merger herein provided for.

10. The merger shall become effective at 11:57 p.m., Eastern Time, on December 31, 2002.

11. Notwithstanding the full approval of this Merger Agreement upon behalf of Merrimack and CCPR, the merger herein provided for may be abandoned by the Board of Directors or the Sole Shareholder of Merrimack or the Board of Directors or the Sole Shareholder of CCPR at any time prior to the filing of the Articles of Merger with the Secretary of State of Florida and the Certificate of Merger with the Secretary of State of Delaware. This Merger Agreement may be amended by the Board of Directors and the Sole Shareholder of Merrimack or the Board of Directors and the Sole Shareholder of CCPR at any time prior to the date of filing the Articles of Merger with the Secretary of State of Florida and the Certificate of

Merger with the Secretary of State of Delaware, provided that an amendment made subsequent to the adoption of the Merger Agreement by the Board of Directors and the Sole Shareholder of Merrimack or the Board of Directors and the Sole Shareholder of CCPR shall not (1) 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, (2) alter or change any term of the Certificate of Incorporation of the Surviving Company to be affected by the merger, or (3) alter or change any of the terms and conditions of the Merger Agreement if such alteration or change would adversely affect the holders of any membership interests thereof.