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Fax Number : (850)205-0380

From:
Account Name : JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP.
Account Number : 076666002140
Phone : (727)461-1818
Fax Number : (727)441-8617

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MERGER OR SHARE EXCHANGE

COMDESIGN INFRASTRUCTURE SOLUTIONS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
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Dec. 31, 2006

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ARTICLES OF MERGER AND AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 21 day of December, 2006, by and between COMPULINK NETWORK INSTALLATION SERVICES, INC., a Florida corporation and COMPULINK INSTALLATION SERVICES SOUTH, INC., a Florida corporation.

I - SURVIVING CORPORATION

COMPULINK NETWORK INSTALLATION SERVICES, INC., a Florida corporation (the "Surviving Corporation")

Date of incorporation:	May 28, 1987
Capitalization:	200,000 shares authorized common shares, $1.00 par value
	20,975 shares outstanding

II - MERGING CORPORATION

COMPULINK INSTALLATION SERVICES SOUTH, INC., a Florida corporation (the "Merging Corporation").

Date of incorporation:	January 25, 1990
Capitalization:	200,000 shares authorized common shares, $1.00 par value
	19,000 shares outstanding

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EFFECTIVE DATE
Dec. 31, 2006

Prepared By:
Bruce H. Bokor, Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0150340
(727) 461-1818

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WITNESSETH:

WHEREAS:

1. The Merging Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation and capitalization are described above; and

2. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation and capitalization are described above.

WHEREAS, the directors of the Surviving Corporation and the directors of the Merging Corporation deem it advisable that the Constituent Corporations merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, the entire outstanding capital stock of the Constituent Corporations is held as follows:

NAME OF CORPORATION	NAME OF SHAREHOLDER	NO. OF SHARES HELD
CompuLink Network Installation Services, Inc.	CompuLink Corporation	20,975
CompuLink Installation Services South, Inc.	CompuLink Corporation	19,000

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 607 of the Florida Statutes, as amended, that the Constituent Corporations shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of the Constituent Corporations shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE OF SURVIVING CORPORATION

A. Upon the Merger becoming effective, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merging Corporation, on whatever account and other choses in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merging Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merging Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Constituent Corporations shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merging Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be COMDESIGN INFRASTRUCTURE SOLUTIONS, INC. The Articles of Incorporation of the Surviving Corporation, as modified herein, shall, upon the Merger becoming effective, be the Articles of Incorporation of the Surviving Corporation, as amended by this Agreement and Plan of Merger.

The capitalization of the Surviving Corporation upon the Merger becoming effective shall be 200,000 shares of common stock, $1.00 par value.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Bylaws of said Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV
OFFICERS, DIRECTORS AND SOLE STOCKHOLDER OF SURVIVING CORPORATION

The Officers, Directors and Sole Stockholder of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified:

OFFICERS: Robert T. Wilkin, President/Secretary/Treasurer
Stephen Shevlin, Vice President

DIRECTORS: Robert T. Wilkin
Stephen Shevlin

SOLE STOCKHOLDER: CompuLink Corporation, a Florida corporation

ARTICLE V
MANNER OF CONVERTING SHARES

The manner of converting the stock of the Constituent Corporations upon the Merger becoming effective shall be as follows:

A. Each share of common stock of the Merging Corporation's common stock issued and outstanding at the time of the effective date of the merger shall be cancelled.

B. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merging Corporation and the Surviving Corporation.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT
OF SURVIVING CORPORATION

The registered office and registered agent of the Surviving Corporation is as follows: Robert T. Wilkin, 1205 Gandy Boulevard North, St. Petersburg, Florida 33702.

ARTICLE VII
APPROVAL OF MERGER BY DIRECTORS AND SOLE STOCKHOLDER

These Articles of Merger and Agreement and Plan of Merger have been approved by the directors and sole stockholder of the Surviving Corporation and the directors and sole stockholder of the Merging Corporation on 12/21, 2006 and 12/21, 2006, respectively, in accordance with Chapter 607 of the Florida Statutes.

ARTICLE VIII
EFFECTIVE DATE OF MERGER

This Merger shall become effective on December 31, 2006, for tax and accounting purposes, and shall become effective as of such date for all other purposes of Chapter 607 of the Florida Statutes.

IN WITNESS WHEREOF, each of the Constituent Corporations has signed this Agreement under its corporate seal the day and year first above written.

SURVIVING CORPORATION:

COMPULINK NETWORK INSTALLATION SERVICES, INC.

By:________________________
Robert T. Wilkin, President

MERGING CORPORATION:

COMPULINK INSTALLATION SERVICES SOUTH, INC.

By:________________________
Stephen Shevlin, President

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