

K00228

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**MERGER OR SHARE EXCHANGE**

**THE MOBILE PHONE COMPANY, INC.**

Certificate of Status	1
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

WORLDWIDE MOBILECOM CORPORATION, a Florida corporation,  
P93000043347

INTO

**THE MOBILE PHONE COMPANY, INC.,** a Florida entity, K00228

File date: August 10, 2000

Corporate Specialist: Darlene Connell

**ARTICLES OF MERGER  
MERGING  
WORLDWIDE MOBILECOM CORPORATION  
WITH AND INTO  
THE MOBILE PHONE COMPANY, INC.**

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), THE MOBILE PHONE COMPANY, INC., a Florida corporation ("THE MOBILE PHONE COMPANY") and WORLDWIDE MOBILECOM CORPORATION, a Florida corporation and wholly owned subsidiary of THE MOBILE PHONE COMPANY ("WORLDWIDE MOBILECOM"), adopt the following Articles of Merger for the purpose of merging WORLDWIDE MOBILECOM into THE MOBILE PHONE COMPANY, the latter of which is to survive the merger (the "Merger").

**ARTICLE I - PLAN OF MERGER**

- I. a. The name of the merging corporation is:  
**WORLDWIDE MOBILECOM CORPORATION**
- b. The name of the surviving corporation is:  
**THE MOBILE PHONE COMPANY, INC.**
- c. The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference. The terms and conditions of merger are as follows:

On the Effective Date (as defined below) of the Merger, the separate existence of WORLDWIDE MOBILECOM shall cease and THE MOBILE PHONE COMPANY shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal and mixed of WORLDWIDE MOBILECOM without the necessity for any separate transfer. THE MOBILE PHONE COMPANY shall thereafter be responsible and liable for all obligations of WORLDWIDE MOBILECOM, and neither the rights of the creditors nor any liens on the property of WORLDWIDE MOBILECOM shall be impaired by the Merger.

On the Effective Date of the Merger: (i) each share of WORLDWIDE MOBILECOM common stock issued and outstanding as of the date thereof will be cancelled without any consideration being paid therefor, and (ii) each share of THE MOBILE PHONE COMPANY common stock outstanding immediately prior to the Effective Date will continue to represent one share of common stock, par value \$1.00 per share, of the surviving corporation.

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## ARTICLE II - EFFECTIVE DATE

The effective date of the Merger shall be the date of filing of these Articles of Merger with the Department of State of the State of Florida (the "Effective Date").

## ARTICLE III - ADOPTION

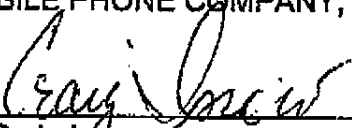
WORLDWIDE MOBILECOM adopted the Plan of Merger on July 12, 2000 by unanimous written consent of its Board of Directors. THE MOBILE PHONE COMPANY adopted the Plan of Merger on July 12, 2000 by unanimous written consent of its Board of Directors.

## ARTICLE IV - SHAREHOLDER APPROVAL

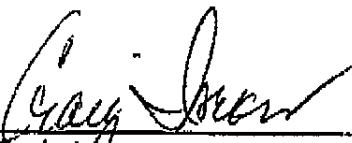
THE MOBILE PHONE COMPANY owns 100 percent of the outstanding stock of WORLDWIDE MOBILECOM. Therefore, pursuant to Section 607.1104 of the Act, shareholder approval is not required for the Merger.

IN WITNESS WHEREOF, the undersigned have executed this document this 12<sup>th</sup> day of July, 2000.

THE MOBILE PHONE COMPANY, INC.

By:   
Name: Craig Isrow  
Title: President

WORLDWIDE MOBILECOM CORPORATION

By:   
Name: Craig Isrow  
Title: President

**Exhibit "A"**

**PLAN OF MERGER**

THIS PLAN OF MERGER is made and entered into this 12th day of July, 2000, by and between THE MOBILE PHONE COMPANY, INC., a Florida corporation (hereinafter "THE MOBILE PHONE COMPANY" or the "Surviving Corporation"), and WORLDWIDE MOBILECOM CORPORATION, a Florida corporation (hereinafter "WORLDWIDE MOBILECOM"), said corporations being hereinafter sometimes referred to herein, collectively, as the "Constituent Corporations."

**WITNESSETH:**

WHEREAS, THE MOBILE PHONE COMPANY and WORLDWIDE MOBILECOM are both corporations duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, THE MOBILE PHONE COMPANY is the lawful owner of 100% of the outstanding stock of WORLDWIDE MOBILECOM; and

WHEREAS, the Boards of Directors of the Constituent Corporations have determined that it is advisable and for the benefit of each of the said Constituent Corporations that the Constituent Corporations be merged, with THE MOBILE PHONE COMPANY remaining the Surviving Corporation, in accordance with the terms and conditions hereinafter set forth and the applicable provisions of the statutes of the State of Florida;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and provisions hereinafter contained, the Constituent Corporations have agreed, and hereby agree, as follows:

**ARTICLE 1. MERGER**

The terms of the merger are:

(a) WORLDWIDE MOBILECOM shall be merged into THE MOBILE PHONE COMPANY on the Effective Date, as defined below, in accordance with the statutory procedures set forth in Section 607.1105 of the Florida Business Corporation Act.

(b) THE MOBILE PHONE COMPANY shall be the surviving corporation and the corporate identity, existence, purposes, powers, franchises, rights, and immunities of THE MOBILE PHONE COMPANY shall continue unaffected and unimpaired by the merger. The Articles of Incorporation and the Bylaws of THE MOBILE PHONE COMPANY shall remain in effect as the Articles of Incorporation and the Bylaws of the surviving corporation. The duly qualified and acting directors and officers of THE MOBILE PHONE COMPANY immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation.

(c) The corporate identity, existence, purposes, powers, franchises, rights and immunities of WORLDWIDE MOBILECOM shall be merged into THE MOBILE PHONE COMPANY and THE MOBILE PHONE COMPANY shall be fully vested therewith, to the extent permitted by Florida law.

(d) All rights of creditors and all liens upon any property of WORLDWIDE MOBILECOM shall be preserved unimpaired, and all debts, liabilities, and duties of WORLDWIDE MOBILECOM shall be enforceable against THE MOBILE PHONE COMPANY.

(e) The separate existence of WORLDWIDE MOBILECOM, except insofar as specifically otherwise provided by law, shall cease at the Effective Date, whereupon the Constituent Corporations shall become a single corporation.

(f) The assets, liabilities and net worth accounts of WORLDWIDE MOBILECOM shall be taken up on the books of THE MOBILE PHONE COMPANY as of the Effective Date in the amounts at which they shall then be carried on the books of WORLDWIDE MOBILECOM, subject to such adjustments or eliminations of inter-company items as may be appropriate in giving effect to the merger.

(g) All corporate acts, plans, policies, approvals and authorizations of WORLDWIDE MOBILECOM, its shareholder, Board of Directors, committees elected or appointed by the Board of Directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be assumed and taken for all purposes as the acts, plans, policies, approvals, and authorizations of THE MOBILE PHONE COMPANY, and shall be as effective and binding thereon as the same were with respect to WORLDWIDE MOBILECOM.

(h) The name of the surviving corporation shall be "THE MOBILE PHONE COMPANY, INC."

## ARTICLE 2. SERVICE OF PROCESS: REGISTERED AGENT

THE MOBILE PHONE COMPANY may be sued and served with process in any proceeding for the enforcement of any obligation of WORLDWIDE MOBILECOM. The registered office of THE MOBILE PHONE COMPANY is 5030 Champion Boulevard, Boca Raton, Florida 33496. The name of its registered agent at such address is Craig M. Isrow.

## ARTICLE 3. EFFECTING MERGER

The mode of carrying the merger into effect shall be as follows:


(a) On the Effective Date of the Merger, (i) each share of WORLDWIDE MOBILECOM common stock issued and outstanding as of the date thereof will be cancelled without any consideration being paid therefor, and (ii) each share of THE MOBILE PHONE COMPANY common stock outstanding immediately prior to the Effective Date will continue to represent one share of common stock, par value \$1.00 per share, of the Surviving Corporation.

(b) This Agreement and Plan of Merger has been designed to qualify as a tax-free reorganization pursuant to Section 368(a)(1) of the Internal Revenue code of 1986, as amended (the "Code"), and as such should not result in the recognition of gain or loss under the Code to any of the Constituent Corporations or their shareholders.


ARTICLE 4. EFFECTIVE DATE

The merger shall become effective on the date on which the Articles of Merger are filed with the Florida Secretary of State("Effective Date"). If at any time before the Effective Date a Constituent Corporation notifies another of its election to cancel the merger, by delivering written notice thereof, this Agreement and Plan of Merger shall be null and void, the merger shall not become effective, and the Constituent Corporations shall not file Articles of Merger with the Florida Secretary of State, or if any such Articles of Merger shall have been filed, the Constituent Corporations shall take any necessary steps to rescind such filing.

## WORLDWIDE MOBILECOM CORPORATION

By:   
Name: Craig Isrow  
Title: President

## THE MOBILE PHONE COMPANY, INC.

By:   
Name: Craig Isrow  
Title: President