



K11492

ACCOUNT NO. : 072100000032

REFERENCE : 934762

5022854.
Patricia Project

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : December 15, 2000

ORDER TIME : 1:30 PM

merged

ORDER NO. : 934762-005

CUSTOMER NO: 5022854

CUSTOMER: Richard Klee, Esq
Kalnick, Klee & Green LLP
767 Third Avenue

New York, NY 10017

FILED
00 DEC 18 PM 4:07
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

BARTERAMA CORP.

600003505376--2

INTO

PRIORITY COMMUNICATIONS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

AR

12/1/00

2000 DEC 19 3 18
STATE OF FLORIDA
03/15/01

ARTICLES OF MERGER
Merger Sheet

MERGING:

BARTERAMA CORP., a New York corporation not authorized to transact
business in Florida

INTO

PRIORITY COMMUNICATIONS, INC., a Florida entity, K11492

File date: December 18, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 78.75

ARTICLES OF MERGER

OF

BARTERAMA CORP.

AND

PRIORITY COMMUNICATIONS, INC.

FILED
00 DEC 18 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic 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 BARTERAMA CORP. with and into PRIORITY COMMUNICATIONS, INC.
2. The merger of BARTERAMA CORP. with and into PRIORITY COMMUNICATIONS, INC. is permitted by the laws of the jurisdiction of BARTERAMA CORP. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of BARTERAMA CORP. was December 5, 2000.
3. The shareholders of PRIORITY COMMUNICATIONS, INC. entitled to vote thereon approved and adopted the aforesaid Plan of Merger in accordance with the provisions of the Florida Business Corporation Act on December 5, 2000.
4. The effective time and date of the merger herein provided for in the State of Florida shall be 9:00 a.m. on January 1, 2001.

Executed on December 14, 2000.

BARTERAMA CORP.

By:


Sheldon Hills, President

PRIORITY COMMUNICATIONS, INC.

By:


Sheldon Hills, President

PLAN OF MERGER adopted for BARTERAMA CORP., a business corporation organized under the laws of the State of New York, by resolution of its Board of Directors on December 5, 2000, and adopted for PRIORITY COMMUNICATIONS, INC., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 5, 2000. The names of the corporations planning to merge are BARTERAMA CORP., a business corporation organized under the laws of the State of New York, and PRIORITY COMMUNICATIONS, INC., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which BARTERAMA CORP. plans to merge is PRIORITY COMMUNICATIONS, INC.,

1. BARTERAMA CORP. and PRIORITY COMMUNICATIONS, INC., shall, pursuant to the provisions of the State of New York and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, PRIORITY COMMUNICATIONS, INC., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under PRIORITY COMMUNICATIONS, INC., pursuant to the provisions of the Florida Business Corporation Act. The separate existence of BARTERAMA CORP., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.
2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.
4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, 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 corporation.
5. Each issued share of the non-surviving corporation immediately prior to

the effective time and date of the merger shall at the effective time and date of merger be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of the organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.
7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.
8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or 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 Plan of Merger or of the merger herein provided for.