



K77249

FILED
00 SEP -6 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 821698

4311639

AUTHORIZATION :

Patricia Pizib

COST LIMIT : \$ 78.75

ORDER DATE : September 6, 2000

ORDER TIME : 11:06 AM

ORDER NO. : 821698-005

CUSTOMER NO: 4311639

CUSTOMER: Astrid Buttari, Legal Asst
Akerman Senterfitt & Eidson
One Southeast Third Avenue
28th Floor
Miami, FL 33131-1714

400003383614--5

ARTICLES OF MERGER

METRO LINK, INCORPORATED

INTO

METRO LINK, INCORPORATED

RECEIVED
00 SEP -6 PM 12:13
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

G. COULLETTE SEP - 8 2000

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

METRO LINK, INCORPORATED, a Florida corporation, K77249

INTO

METRO LINK, INCORPORATED. a Delaware corporation not qualified in
Florida

File date: September 6, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 6, 2000

CSC

Attn: Janna Wilson
Tallahassee, FL

SUBJECT: METRO LINK, INCORPORATED
Ref. Number: K77249

We have received your document for METRO LINK, INCORPORATED and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Please either give the date of adoption by the shareholders of the surviving Delaware corporation or make the statement that shareholder approval was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 600A00047281

RECEIVED
00 SEP -7 PM 3:52
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
RESUBMIT
Please give original
submission date as file date.

ARTICLES OF MERGER
of
METRO LINK, INCORPORATED,
a Florida corporation
into
METRO LINK, INCORPORATED,
a Delaware corporation

FILED
00 SEP - 6 PM 4: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1107 of the Florida Business Corporation Act (the "Act"), Metro Link, Incorporated, a Florida corporation, and Metro Link, Incorporated, a Delaware corporation, do hereby adopt the following Articles of Merger executed as of the 14th day of August, 2000:

- FIRST:** The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Metro Link, Incorporated, a Florida corporation ("Florida"), and Metro Link, Incorporated, a Delaware corporation ("Delaware"). Delaware is the surviving corporation in the Merger.
- SECOND:** A copy of the Agreement and Plan of Merger is attached hereto and made a part hereof by reference as if fully set forth herein.
- THIRD:** The Agreement and Plan of Merger was adopted by the directors of Florida on August 14, 2000, by written consent in lieu of special meeting. No shareholder approval was required for this transaction.
- FOURTH:** The Agreement and Plan of Merger was adopted by the directors of Delaware on August 14, 2000, by written consent in lieu of holding a special meeting. No shareholder approval was required for this transaction.
- FIFTH:** The Merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida, in accordance with the provisions of Sections 607.1105 and 607.1106 of the Act.

SIXTH: The address of the surviving corporation's principal office under the laws of Delaware is: 5807 North Andrews Way, Fort Lauderdale, Florida 33309.

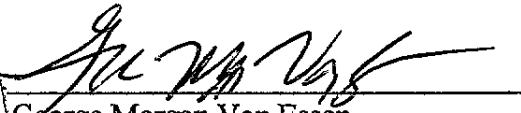
SEVENTH: The surviving corporation hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of any dissenting shareholders of Florida.

EIGHTH: The surviving corporation agrees to promptly pay to any dissenting shareholders of Florida, the amount, if any, to which they are entitled under Section 607.1302 of the Act.

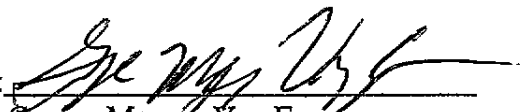
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EXECUTED as of the date first above written.

METRO LINK, INCORPORATED,
a Delaware corporation

By: 
George Morgan Von Essen,
President

METRO LINK, INCORPORATED,
a Florida corporation

By: 
George Morgan Von Essen,
President

AGREEMENT AND PLAN OF MERGER
OF
METRO LINK, INCORPORATED
INTO
METRO LINK, INCORPORATED

August 14th, 2000

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT is executed as of August 14th, 2000 by and between METRO LINK, INCORPORATED, a Florida corporation (the Merging Corporation"), and METRO LINK, INCORPORATED, a Delaware corporation (the "Surviving Corporation"), which corporations are hereinafter sometimes referred to jointly as the "Constituent Corporations."

ARTICLE 1

RECITALS

Section 1.1. Organization of the Parties. The Merging Corporation is a corporation duly organized and existing under the laws of Florida. The Surviving Corporation is a corporation duly organized and existing under the laws of Delaware.

Section 1.2. Merging Corporation's Capital Stock. The Merging Corporation has authorized two hundred ten million (210,000,000) shares of capital stock consisting of one hundred ninety million (190,000,000) shares of common stock, \$.001 par value, of which one hundred million (100,000,000) shares of common stock are now duly issued and outstanding and no shares of preferred stock are issued and outstanding. All issued and outstanding shares of common stock of the Merging Corporation are owned by the shareholders set forth on Schedule A.

Section 1.3. Surviving Corporation's Capital Stock. The Surviving Corporation has two hundred ten million (210,000,000) shares of authorized capital stock consisting of one hundred ninety million (190,000,000) shares of common stock, par value \$.001, and twenty million (20,000,000) shares of preferred stock of which one share of common stock are now duly issued and outstanding.

Section 1.4. Desire to Merge. The Merging Corporation and the Surviving Corporation desire to effect a statutory subsidiary-parent merger of the Merging Corporation into the Surviving

Corporation in the manner herein set forth, and the Board of Directors of the signatories hereto have duly adopted resolutions, by written consent, approving this Agreement and Plan of Merger (this "Agreement").

In consideration of the premises, and the mutual covenants and agreements herein contained, it is hereby agreed by and between the parties hereto that the Merging Corporation shall be merged into the Surviving Corporation in accordance with the applicable provisions of the Delaware General Corporation Law, as amended (the "Act"), and upon the following terms and conditions:

ARTICLE 2

PARTIES TO PROPOSED MERGER

Section 2.1. The Merging Corporation. The name of the corporation proposing to merge into the Surviving Corporation is Metro Link, Incorporated, a Florida corporation.

Section 2.2. The Surviving Corporation. The name of the corporation into which the Merging Corporation proposes to merge is Metro Link, Incorporated, a Delaware corporation.

ARTICLE 3

TERMS AND CONDITIONS OF PROPOSED MERGER AND MODE OF CARRYING IT INTO EFFECT

Section 3.1 General. Upon the Effective Date of the Merger (as hereinafter defined): (a) the Merging Corporation shall merge into the Surviving Corporation, which shall survive the merger and continue to be a Delaware corporation; (b) the shares of common stock of the Surviving Corporation outstanding upon the Effective Date of the Merger shall be and remain outstanding shares of the common stock of the Surviving Corporation in accordance with their terms; (c) the separate existence of the Merging Corporation shall cease, as provided by the Act; and (d) the name of the Surviving Corporation shall become Metro Link, Incorporated.

Section 3.2. Effective Date of the Merger. The "Effective Date of the Merger" with respect to the merger contemplated by this Agreement shall be as of August 14th, 2000.

Section 3.3. Private Property of Shareholders. The private property of the shareholders of the Merging Corporation and of the Surviving Corporation shall not be subject to the payment of the corporate debts of either corporation to any extent whatsoever.

ARTICLE 4

MANNER AND BASIS OF CONVERTING SHARES OF CAPITAL STOCK OF THE MERGING CORPORATION INTO SHARES OF THE SURVIVING CORPORATION

Upon the Effective Date of the Merger, all issued and outstanding shares of capital stock of the Merging Corporation shall automatically and by operation of law be canceled and all certificates evidencing ownership of such shares shall be void and of no effect, and all issued and outstanding shares of capital stock of the Surviving Corporation shall remain issued and outstanding and the certificates evidencing these shares shall be canceled and reissued to the shareholders of the Merging Corporation in the Surviving Corporation's new name, which shall be Metro Link, Incorporated as set forth in Section 3.1(d) of this Agreement.

ARTICLE 5

CERTIFICATE OF INCORPORATION AND BYLAWS OF THE SURVIVING CORPORATION

The Certificate of Incorporation of the Surviving Corporation on the Effective Date of the Merger shall remain the Certificate of Incorporation after the merger. Also upon the Effective Date of the Merger, the Bylaws of the Merging Corporation shall become the Bylaws of the Surviving Corporation.

ARTICLE 6

DIRECTORS AND OFFICERS

The directors and officers of the Merging Corporation in office on the Effective Date of the Merger shall become the directors and officers of the Surviving Corporation, each to hold office until a successor shall have been elected and shall have been qualified or until the earlier of resignation or removal.

ARTICLE 7

CORPORATE APPROVALS AND TERMINATION

Section 7.1. Corporate Approvals. Pursuant to Section 253 of the Act and Section 607.1104 of the Florida Business Corporation Act, this Agreement and related matters shall not be submitted to the shareholders of the Surviving Corporation or the Merging Corporation to vote or consent with respect thereto.

Section 7.2. Termination. At any time prior to the Effective Date of the Merger, this Agreement may be terminated and abandoned by the Merging Corporation, by appropriate resolution of its Board of Directors. In the event of such termination and abandonment, this Agreement shall become void and neither the Merging Corporation nor the Surviving Corporation or their respective shareholders, directors or officers may be held liable in respect to such termination or abandonment.

ARTICLE 8

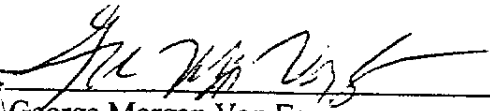
MISCELLANEOUS

Section 8.1. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignment, assurance of other action is necessary or desirable to vest in the Surviving Corporation the title to any property or right of the Merging Corporation or otherwise to carry out the purposes of this Agreement, the proper officers and directors of the Merging Corporation shall execute and make all such proper assignments or assurances and take such other actions. The proper officers and directors of the Surviving Corporation are hereby authorized in the name of the merging Corporation, or otherwise, to take any and all such action.

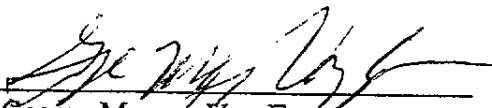
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EXECUTED as of the date first above written.

METRO LINK, INCORPORATED,
a Delaware corporation

By: 
George Morgan Von Essen,
President

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