

**CORPORATE  
ACCESS,  
INC.**

**L0000000 15978**

236 East 6th Avenue , Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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merger

1.) Universal Tele services Arizona Corp into  
(CORPORATE NAME & DOCUMENT #)

2.) Universal TeleServices Arizona, LLC  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

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4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

UNIVERSAL TELESERVICES ARIZONA CORP., A NON-QUALIFIED NEVADA  
ENTITY

INTO

**UNIVERSAL TELESERVICES ARIZONA, LLC**, a Florida entity, L00000015978

File date: December 28, 2000

Corporate Specialist: Trevor Brumbley

**ARTICLES OF MERGER**  
**Of**  
**UNIVERSAL TELESERVICES ARIZONA CORP.**  
**(a Nevada corporation)**  
**Into**  
**UNIVERSAL TELESERVICES ARIZONA, LLC**  
**(a Florida limited liability company)**

Pursuant to Chapter 608, Florida Statutes, and Chapter 92A, Nevada Revised Statutes, **UNIVERSAL TELESERVICES ARIZONA, LLC**, a Florida limited liability company (the "Surviving Company ") and **UNIVERSAL TELESERVICES CORP.**, a Nevada corporation (the "Merging Company"), do hereby adopt the following Articles of Merger for the purposes of merging into one Florida limited liability company:

1. **Merging Company.** The exact name, street address, jurisdiction of incorporation, and entity type for the Merging Company are as follows:

<u>NAME</u>	<u>JURISDICTION</u>	<u>ENTITY TYPE</u>
Universal Teleservices Arizona Corp. 202 S Minnesota Street Carson City, Nevada 89703	Nevada	Corporation

2. **Surviving Company.** The exact name, street address, jurisdiction of incorporation, and entity type for the Surviving Company are as follows:

<u>NAME</u>	<u>JURISDICTION</u>	<u>ENTITY TYPE</u>
100000015978 Universal Teleservices Arizona, LLC 12730 New Brittany Boulevard Suite 437 Fort Myers, Florida 33907	Florida	Limited Liability Company

3. **Plan of Merger.**

(a) The Plan of Merger, attached hereto as Exhibit "A," meets the requirements of Section 608.438, Florida Statutes, and was approved and adopted by the Surviving Company in accordance with Chapter 608, Florida Statutes.

(b) The Plan of Merger meets the requirements of Section 92A-100, Nevada Revised Statutes, and was approved and adopted by the Merging Company in accordance with Chapter 92A, Nevada Revised Statutes.

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SECRETARY OF THE  
TALLAHASSEE, FLORIDA

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4. **Effective Date.** The Effective Date of the Merger shall be the later of the date on which these Articles of Merger are filed with the Department of State of the State of Florida and with the Secretary of State of the State of Nevada.

5. **Approval.**

(a) The Plan of Merger was approved by the unanimous written consent of all of the members of the Surviving Company in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

(b) The Plan of Merger was approved by the unanimous written consent of all the shareholders of the Merging Company in accordance with the applicable provisions of Chapter 92A of the Nevada Revised Statutes.

6. **Permitted.** The merger is permitted under the respective laws of Nevada and Florida and is not prohibited by the Operating Agreement or Articles of Organization of the limited liability company that is a party to the merger.

7. **Articles of Merger.** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

8. **Service of Process.** For service of copies of process, the registered office of the Surviving Company is Universal Teleservices Arizona, LLC, 12730 New Brittany Boulevard, Suite 437, Fort Myers, Florida 33907 and its registered agent at such office is Joanne Russell.

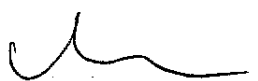
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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger  
this \_\_\_\_ day of December, 2000.

ATTEST:

UNIVERSAL TELESERVICES ARIZONA  
CORP.

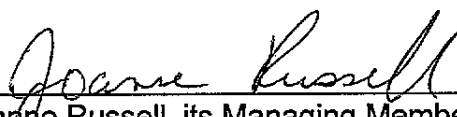
  
\_\_\_\_\_  
Douglas R. Colkitt, Secretary  
as to Universal Teleservices  
Arizona Corp.

By:   
\_\_\_\_\_  
Douglas R. Colkitt, President

(the "Merging Company")

UNIVERSAL TELESERVICES ARIZONA, LLC

DR HOLDING, LLC  
its Managing Member

By:   
\_\_\_\_\_  
Joanne Russell, its Managing Member

(the "Surviving Company")

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**EXHIBIT A**

**PLAN AND AGREEMENT FOR MERGER**

by merger of  
**UNIVERSAL TELESERVICES ARIZONA CORP.**  
with and into  
**UNIVERSAL TELESERVICES ARIZONA, LLC**  
under the name of  
**UNIVERSAL TELESERVICES ARIZONA, LLC**

This is a Plan and Agreement of Merger (the "Plan") between Universal Teleservices Arizona Corp., a Nevada corporation (the "Merging Company"), and Universal Teleservices Arizona, LLC, a Florida limited liability company (the "Surviving Company").

**ARTICLE I**  
**PLAN OF MERGER**

1.1 **Merging Company.** The name, address and jurisdiction of organization and governing law of the Merging Company are:

**NAME AND ADDRESS**

Universal Teleservices Arizona Corp.  
202 Minnesota Street  
Carson City, Nevada 89703

**JURISDICTION AND  
GOVERNING LAW**

Nevada

1.2 **Surviving Company.** The name, address and jurisdiction of organization and governing law of the Surviving Company are:

**NAME AND ADDRESS**

Universal Teleservices Arizona, LLC  
12730 New Brittany Boulevard, Suite #437  
Fort Myers, Florida 33907

**JURISDICTION AND  
GOVERNING LAW**

Florida

1.3 **Plan Adopted.** A plan of merger of Universal Teleservices Arizona Corp. and Universal Teleservices Arizona, LLC, pursuant to Chapter 608, of the Florida Statutes, and Chapter 92A, Nevada Revised Statutes, is adopted as follows:

(a) Universal Teleservices Arizona Corp. shall be merged with and into Universal Teleservices Arizona, LLC to exist and be governed by the laws of the State of Florida.

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(b) The name of the Surviving Company shall be Universal Teleservices Arizona, LLC.

(c) When this plan shall become effective, the separate corporate existence of the Merging Company shall cease, and the Surviving Company shall succeed, without other transfer, to all the rights and property of the Merging Company and shall be subject to all the debts and liabilities of the Merging Company in the same manner as if the Surviving Company had itself incurred them. All rights of creditors and all liens on the property of each constituent entity shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(d) The Surviving Company will carry on business with the assets of the Merging Company, as well as with the assets of Universal Teleservices Arizona, LLC.

(e) The shareholders of the Merging Company will surrender all of their shares of common stock in the manner hereinafter set forth.

(f) In exchange for the shares of Universal Teleservices Arizona Corp. surrendered by its shareholders, the Surviving Company will issue and transfer to these shareholders, on the basis set forth in Article 4 below, membership interests (the "Units") in the Surviving Company.

(g) The members of Universal Teleservices Arizona, LLC will retain their Units as Units of the Surviving Company.

(h) The Articles of Organization of Universal Teleservices Arizona, LLC, as existing on the Effective Date as defined below, of the merger, shall continue in full force as the Articles of Organization of the Surviving Corporation until altered, amended, or repealed as provided in the Articles or as provided by law.

1.4 **Effective Date.** The effective date of the merger (Effective Date) shall be the later of the date when the Articles of Merger are filed by the Florida Department of State and the Nevada Secretary of State.

## **ARTICLE II**

### **REPRESENTATIONS AND WARRANTIES**

2.1 **Merging Company.** As a material inducement to the Surviving Company to execute this Plan and perform its obligations under this Plan, the Merging Company represents and warrants to the Surviving Company as follows:

(a) The Merging Company is a corporation duly organized, validly existing, and in good standing under the laws of the State of Nevada, with

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corporate power and authority to own property and carry on its business as it is now being conducted.

(b) The Merging Company has an authorized 25,000 shares of common stock, without par value, of which 100 shares are validly issued and outstanding, fully paid, and nonassessable on the date of this Plan.

2.2 **Surviving Company.** As a material inducement to the Merging Company to execute this Plan and perform its obligations under this Plan, the Surviving Company represents and warrants to the Merging Company as follows:

(a) The Surviving Company is a limited liability company duly organized, validly existing, and in good standing under the laws of the State of Florida, with the power and authority to own property and carry on its business as it is now being conducted.

(b) The Surviving Company has an authorized capitalization of 1,000 Units, each Unit representing one class of membership interests in the limited liability company, of which 100 Units are validly issued and outstanding, fully paid and nonassessable on the date of this Plan.

### **ARTICLE III**

#### **SUBMISSION TO SHAREHOLDERS AND MEMBERS**

This Plan shall be submitted separately to the shareholders of the Merging Company and members of the Surviving Company in the manner provided by the laws of the State of Nevada and the State of Florida for approval.

### **ARTICLE IV**

#### **MANNER OF CONVERTING SHARES**

4.1 **Manner.** The Merging Company will transfer its assets to the Surviving Company in exchange for the Surviving Company's assumption of the Merging Company's liabilities and the Merging Company's receipt of an interest in the items of income, gain, deduction, or loss of the Surviving Company, such interest represented by Units in the Surviving Company, followed by a distribution of the Units by the Merging Company to the holders of shares of the common stock of the Merging Company in complete liquidation of the Merging Company. The Units distributed to the shareholders of the Merging Company shall be in complete liquidation of the Merging Company and will be treated as in full payment in exchange for the Merging Company's shares of its common stock.

4.2 **Basis.** The holders of shares of the common stock of the Merging Company shall surrender 100 shares of common stock to the Surviving Company on or promptly after the Effective Date, in exchange for 100 Units of the Surviving Company to which they are entitled under this Article 4.

4.3 **Units of Survivor.** The Surviving Corporation is authorized to issue 1,000 Units.

## **ARTICLE V MANAGING MEMBER AND OFFICERS**

The present Managing Member of Universal Teleservices Arizona, LLC shall continue to serve as the Managing Member of the Surviving Corporation after the Effective Date of the merger until the next annual meeting or until a successor has been elected and qualified. The Managing Member is DR Holding, LLC, whose address is 12730 New Brittany Boulevard, Suite #437, Fort Myers, Florida 33907. The Managing Member may elect or appoint such officers as it deems necessary to serve as officers of the Surviving Company after the Effective Date of the merger.

## **ARTICLE VI OPERATING AGREEMENT**

The Operating Agreement of Universal Teleservices Arizona, LLC, as existing on the Effective Date of the merger, shall continue in full force as the Operating Agreement of the Surviving Company, except that Schedule "A" shall be amended to reflect the 100 Units in the Surviving Company received by the shareholders of the Merging Company as a result of the merger, until altered, amended, or repealed as provided in the Operating Agreement or as provided by law.

## **ARTICLE VII MISCELLANEOUS PROVISIONS**

7.1 **Further Assurances.** The Merging Company agrees that from time to time, as and when requested by the Surviving Company or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all documents relevant to the merger. The Merging Company further agrees to take or cause to be taken any further or other actions as the Surviving Company may deem necessary or desirable to vest in, to perfect in, or to conform of record or otherwise to the Surviving Company title to and possession of all the property, rights, privileges, powers, and franchises referred to in this Plan, and otherwise to carry out the intent and purposes of this Plan.

7.2 **Notices.** Any notice or other communication required or permitted under this Plan shall be properly given when deposited with the United States Postal Service for transmittal by certified or registered mail, postage prepaid, addressed as follows:

(a) In the case of the Merging Company

To: Universal Teleservices Arizona Corp.  
202 S. Minnesota Street  
Carson City, Nevada 89703

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SECRETARY OF STATE  
TAMM-THOMAS, FLORIDA

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(b) In the case of the Surviving Company

To: Universal Teleservices Arizona, LLC  
12730 New Brittany Blvd. #437  
Fort Myers, Florida 33907

7.3 **Controlling Law.** The validity, interpretation, and performance of this Plan shall be governed by, construed, and enforced in accordance with the laws of the State of Florida.

**IN WITNESS WHEREOF**, this Plan was executed on December \_\_\_\_, 2000.

**UNIVERSAL TELESERVICES ARIZONA CORP.**

By: \_\_\_\_\_  
Douglas R. Colkitt, President

(the "Merging Company")

**UNIVERSAL TELESERVICES ARIZONA, LLC**

**DR HOLDING, LLC, its Managing Member**

By: \_\_\_\_\_  
Joanne Russell, its Managing Member

(the "Surviving Company")

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