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01 AUG 24

MERGER OR SHARE EXCHANGE

TELECONNECTUS, LLC

Certificate of Status	0
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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

TELECONNECTUS, INC. A CONNECTICUT CORPORATION

INTO

TELECONNECTUS, LLC, a Florida entity, L01000014365

File date: August 24, 2001

Corporate Specialist: Agnes Lunt

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TALLAHASSEE, FLORIDA
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ARTICLES OF MERGER

OF

TELECONNECTUS, INC.
a Connecticut corporation

AND

TELECONNECTUS, LLC
a Florida limited liability company.

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TALLAHASSEE, FLORIDA
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The following Articles of Merger are being submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act and Section 33-821 of the Connecticut Business Corporation Act.

FIRST: The names of the merging corporations are **TELECONNECTUS, LLC**, which is a limited liability company organized under the laws of the State of Florida and which shall be the Surviving Company ("Surviving Company"), and **TELECONNECTUS, INC.**, which is a business corporation organized under the laws of the State of Connecticut, the existence of which will cease ("Disappearing Corporation") with a Florida Registration Number of F0000005008.

SECOND: The Surviving Company will continue its existence as the Surviving Company under its current name pursuant to the Florida Limited Liability Company Act.

THIRD: The attached Plan of Merger meets the requirements of Section 608.438 of the Florida Limited Liability Company Act and was approved by the limited liability company that is a party to the merger in accordance with Sections 608.4231 and 608.4381 of the Florida Limited Liability Company Act.

FOURTH: The attached Plan of Merger meets the requirements of Section 33-821 of the Connecticut Business Corporation Act and was approved by the business corporation that is a party to the merger in accordance with Sections 33-815 and 33-817 of the Connecticut Business Corporation Act.

FIFTH: The Disappearing Corporation has obtained the written consent of each shareholder that as a result of the merger is now a member of the Surviving Company pursuant to Section 608.4381 of the Florida Limited Liability Company Act.

SIXTH: The merger is permitted under the respective laws of the applicable jurisdictions and is not prohibited by either the articles of organization of the Surviving Company or the articles of incorporation of the Disappearing Corporation.

SEVENTH: The merger shall become effective in accordance with the terms of the Agreement of Plan of Merger, attached hereto as Exhibit A, between the Surviving Company and

the Disappearing Corporation and as of the date the Articles of Merger are filed with the Florida Department of State and the Connecticut Secretary of State.

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

IN WITNESS WHEREOF, said Surviving Company and Disappearing Corporation have caused this certificate to be signed by an authorized officer, the 22nd day of August, 2001.

"SURVIVING COMPANY"

TELECONNECTUS, LLC, a Florida limited liability company

By: 
Robert Kuenzer, President

"DISAPPEARING CORPORATION"

TELECONNECTUS, INC., a Connecticut company

By: 
Robert Kuenzer, President

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**AGREEMENT AND PLAN OF MERGER
OF
TELECONNECTUS, LLC
AND
TELECONNECTUS, INC.**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into this 22nd day of August, 2001, by and between **TELECONNECTUS, LLC**, a Florida limited liability company (the "Surviving Limited Liability Company"), and **TELECONNECTUS, INC.**, a Connecticut corporation (the "Disappearing Corporation"), as approved by the Board of Directors and stockholders and by the Members, respectively, of said entities:

RECITALS:

A. The Surviving Limited Liability Company is duly organized and existing under the laws of the State of Florida. The Disappearing Corporation is duly organized and existing under the laws of the State of Connecticut.

B. The members of the Surviving Limited Liability Company (the "Members") and the stockholders and the Directors of the Disappearing Corporation, believe that the merger of the Disappearing Corporation into the Surviving Limited Liability Company would be advantageous and beneficial to the respective Members and stockholders of those entities.

C. The Surviving Limited Liability Company and the Disappearing Corporation have agreed that the Disappearing Corporation shall merge into the Surviving Limited Liability Company upon the terms and conditions and in the manner set forth in this Plan of Merger and in accordance with the applicable laws of the State of Florida and the State of Connecticut (the "Merger").

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan of Merger and in order to consummate the transaction described above, the Surviving Limited Liability Company and the Disappearing Corporation, the constituent entities to this Plan of Merger, agree as follows:

1. **Merger.** The Disappearing Corporation shall be merged with and into the Surviving Limited Liability Company.

2. **Filing and Effective Time.** The Surviving Corporation shall file with the Florida Department of State Articles of Merger pursuant to Section 608.4382 of the Florida Limited Liability Company Act (the "Florida Act") and the Articles of Merger shall be filed with the Connecticut Secretary of State pursuant to Section 33-819 of the Connecticut Business Corporation Act (the "Connecticut Act"). The effective date of the merger (the "Effective Date") shall be the date of filing of the Articles of Merger with the Secretaries of State of Florida and Connecticut, respectively.

3. **Surviving Limited Liability Company.** The Surviving Limited Liability Company shall continue its existence under its current name pursuant to the provisions of the Florida Law and shall succeed without other transfer to all the rights and properties of the Disappearing Corporation and shall be subject to all the debts and liabilities of the Disappearing

Corporation in the same manner as if the Surviving Limited Liability Company had incurred them.

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4. **Disappearing Corporation.** The separate existence of the Disappearing Corporation shall cease upon the Effective Date of the merger in accordance with the provisions of the laws of the State of Connecticut.

5. **Terms of the Merger.** Each share of common stock of the Disappearing Corporation (the "Shares") shall be converted into and exchanged for the same pro rata interest in the membership interests of the Surviving Limited Liability Company (the "Membership Interests"). On the Effective Date, each of the Shares outstanding immediately prior to the Merger, and all rights in respect thereof, shall cease to exist and be cancelled.

6. **Articles of Organization.** The Articles of Organization of the Surviving Limited Liability Company, as now in force and effect, shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Law.

7. **Operating Agreement.** The Operating Agreement of the Surviving Limited Liability Company, as now in force and effect, shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Law.

8. **Officers.** The officers of the Surviving Limited Liability Company upon the Effective Date shall continue to be the officers of the Surviving Limited Liability Company, all of whom shall hold their offices until the election or appointment and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Operating Agreement of the Surviving Limited Liability Company.

9. **Approval.** The transaction contemplated by this Plan of Merger has previously been submitted to and approved by all the Members of the Surviving Limited Liability Company and all the stockholders and the Board of Directors of the Disappearing Corporation. Subsequent to the execution of this Plan of Merger by the appropriate officers of the Surviving Limited Liability Company and Disappearing Corporation, the proper officers of each entity shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and the State of Connecticut and to perform all such further acts as the same may be necessary or proper to render effective the Merger contemplated by this Plan of Merger.

10. **Amendment.** This Plan of Merger may be amended with the approval of the Members of the Surviving Limited Liability Company and the stockholders and the Board of Directors of the Disappearing Corporation at any time prior to the filing of this Plan of Merger with the Florida Department of State and the Connecticut Secretary of State, provided that any amendment made subsequent to the adoption of this Plan of Merger by the Members of the Surviving Limited Liability Company and the stockholders and the Board of Directors of the Disappearing Corporation shall not (a) alter or change any term of the Articles of Organization of the Surviving Corporation or (b) alter or change any of the terms and conditions of this Plan of Merger if such alteration or change would adversely affect the holders of common stock of the Disappearing Corporation or Member's interests in the Surviving Limited Liability Company.

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11. **Further Assurances.** Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper and advisable to effectuate the Merger.

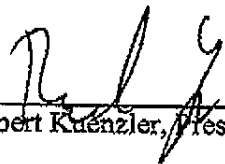
12. **Counterparts.** This Plan of Merger may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, said entities have executed this Plan as of the date first above written.

"DISAPPEARING CORPORATION"

TELECONNECTUS, INC., a Connecticut corporation


By:


Robert Kuenzler, President

"SURVIVING LIMITED LIABILITY COMPANY"

TELECONNECTUS, LLC, a Florida limited liability company


Robert Kuenzler


Enrique Molina