



# L020000005125

ACCOUNT NO. : 072100000032

REFERENCE : 446438 7270666

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 60.00

ORDER DATE : March 8, 2002

ORDER TIME : 3:42 PM

ORDER NO. : 446438-005

CUSTOMER NO: 7270666

CUSTOMER: Douglas Bowdoin, Esq  
Beusse, Brownlee, Bowdoin &  
Suite 2500  
390 North Orange Avenue  
Orlando, FL 32801

RECEIVED  
02 MAR -8 PM 4:28  
OFFICE OF THE  
CLERK OF THE  
SUPREME COURT  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

PLAIN CELL PHONES, INC.

INTO

600005074446--9

ONE RATE PHONES, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*DB*  
*3/11/02*

02 MAR 11 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

PLAIN CELL PHONES, INC., A FLORIDA ENTITY, P01000066670

into

**ONE RATE PHONES, LLC**, a Florida entity L02000005125

File date: March 11, 2002

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 60.00

APPROVED  
AND  
FILED  
02 MAR 11 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF

PLAIN CELL PHONES, INC. PO 1000 DOWD 70  
(a Florida corporation)

and

ONE RATE PHONES, LLC LO2000005125  
(a Florida limited liability company)

Pursuant to the provisions of Sections 607.1108 and 608.438, Florida Statutes, the undersigned corporation, PLAIN CELL PHONES, INC., a Florida corporation (the "Corporation"), and the undersigned limited liability company, ONE RATE PHONES, LLC, a Florida limited liability company (the "Company"), adopt the following articles of merger for the purposes of merging the Corporation into the Company:

1. The surviving entity shall be the Company, and shall be known as ONE RATE PHONES, LLC, a Florida limited liability company.

2. Attached hereto as Exhibit "A" and incorporated herein by reference, is the plan of merger pursuant to which the Corporation shall be merged into the Company (the "Plan of Merger").

3. The Plan of Merger was adopted and approved by the Corporation in accordance with the provisions of Sections 607.1103 and 607.1108, Florida Statutes.

4. The Plan of Merger was approved by the Company in accordance with the provisions of Sections 608.438 and 608.4381, Florida Statutes.

5. The merger shall be effective upon the filing of these Articles of Merger.

Dated this 5th day of March, 2002.

PLAIN CELL PHONES, INC.

By

Douglas Bowdoin  
Douglas Bowdoin, President

ONE RATE PHONES, LLC

By

Jackson Brownlee  
Jackson Brownlee, Manager

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

PLAN OF MERGER  
OF  
PLAIN CELL PHONES, INC.  
INTO  
ONE RATE PHONES, LLC

This Plan of Merger is adopted by PLAIN CELL PHONES, INC., a corporation (the "Corporation"), organized under the laws of the State of Florida, by joint written action of its Board of Directors and Shareholders, and adopted by ONE RATE PHONES, LLC, a limited liability company (the "Company"), organized under the laws of the State of Florida, by joint written consent of its Manager and Members. The surviving entity shall be the Company and its name shall be ONE RATE PHONES, LLC.

1. The address of the Corporation is 390 North Orange Avenue, Suite 2500, Orlando, Florida 32801, its state of organization is the State of Florida, and its governing law is the Florida Business Corporation Act. The address of the Company is 390 North Orange Avenue, Suite 2500, Orlando, Florida 32801, its state of organization is the State of Florida, and its governing law is the Florida Limited Liability Company Act.

2. The Corporation shall be merged into the Company, pursuant to the provisions of the laws of the State of Florida, and the Company shall be the surviving entity when the merger becomes effective. The Company is sometimes hereinafter referred to as the "surviving entity" and shall continue to exist as said surviving entity under its present name pursuant to the provisions of the Florida Statutes. The separate existence of the Corporation which is sometimes hereinafter referred to as the "non-surviving entity," shall cease when the merger becomes effective in accordance with the laws of Florida.

3. The Articles of Organization of the surviving entity when the merger becomes effective shall be the Articles of Organization of said surviving entity and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Statutes.

4. The present operating agreement of the surviving entity will be the operating agreement of said surviving entity 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 Statutes.

5. The management of the surviving entity when the merger becomes effective shall be vested in one (1) manager whose name and business address is as follows:

Jackson O. Brownlee  
390 North Orange Avenue, Suite 2500  
Orlando, FL 32801

Such manager shall continue as manager to the extent provided in the operating agreement of the surviving entity.

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6. The outstanding member interests of the surviving entity shall not be converted or exchanged in any manner, but shall continue to represent outstanding member interests of the surviving entity. The issued and outstanding and the authorized but unissued shares of the Company shall be canceled as of the filing of the Articles of Merger.

7. The merger shall be effective upon the filing of articles of merger (the "Effective Date").

APPROVED  
AND  
FILED

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TALLAHASSEE, FLORIDA