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J. BRYAN FEB 17 2003



2235 First Street, Suite 217, Fort Myers, FL 33901  
Voice 239.689.0000 Fax 239.689.0001

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

February 12, 2003

Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL  
32399

Re: T3 Communications, LLC

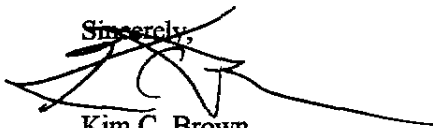
Dear Sir or Madame:

Enclosed please find the following for filing:

- 1) Articles of Merger with attached Plan of Merger and Certificates of Approval between **Tier 3 Communications, Inc** (disappearing entity) and **T3 Communications, LLC** (surviving entity). A check in the amount of \$60 is enclosed. No certified copy or certificate is desired.
- 2) Application for Registration of Fictitious Name- **Fort Myers Telephone**. This cancels the name currently held by the disappearing entity and re-registers it in the name of the surviving entity. A check in the amount of \$60 is enclosed to cover the filing fee and a Certificate of Status. A Self Addressed Stamped Envelope is provided for your convenience
- 3) Application for Registration of Fictitious Name- **Naples Telephone**. This cancels the name currently held by the disappearing entity and re-registers it in the name of the surviving entity. A check in the amount of \$60 is enclosed to cover the filing fee and a Certificate of Status. A Self Addressed Stamped Envelope is provided for your convenience.

If you have any questions or problems please feel free to call me.

Sincerely,

  
Kim C. Brown  
CFO

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

TIER 3 COMMUNICATIONS, INC. A FLORIDA ENTITY, #P02000089828

,

into

**T3 COMMUNICATIONS, LLC**, a Florida entity L03000002698

File date: February 14, 2003

Corporate Specialist: Joey Bryan

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with the provisions of 607.1109 and 608.4382 of the Florida Statutes.

1) The merging Parties are:

a) Tier 3 Communications, Inc., a Florida corporation  
Florida Doc #P02000089828  
FEIN 14-1843379  
2235 First St. #217  
Ft. Myers, FL 33901

b) T3 Communications LLC, a Florida Limited Liability Company  
Florida Doc # L03000002698  
FEIN 59-3765301  
2235 First St. #217  
Fort Myers, FL 33901

2) The name of the surviving entity is:

T3 Communications LLC, a Florida Limited Liability Company  
Florida Doc # L03000002698  
FEIN 59-3765301  
2235 First St. #217  
Fort Myers, FL 33901

3) The Attached Agreement and Plan of Merger meets the requirements of section 607.1108 and 608.438 Florida Statutes and was approved by each domestic corporation and limited liability company that is a party to this merger in accordance with Chapters 607 and 608 of the Florida Statutes.

4) The merger is permitted under the respective laws of all of the applicable jurisdictions and is not prohibited by any articles of organization of any limited liability company that is a party to the merger nor is it prohibited by the articles of incorporation of any domestic corporation that is a party to the merger.

5) The Articles of Merger comply and were executed in accordance with the laws of each Party's applicable jurisdiction and shall be effective upon filing.

Executed this 12<sup>th</sup> day of February, 2003.

**Tier 3 Communications, Inc.,**  
a Florida Corporation

By:   
Stephen G. Ward, President

**T3 Communications LLC,**  
a Florida LLC

By:   
Stephen G. Ward, Managing Member

Attached- Exhibit A- Agreement and Plan of Merger

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JULIA M. JOHNSON, CLERK  
TALLAHASSEE, FLORIDA

## AGREEMENT OF MERGER

### ***Recitals***

THIS AGREEMENT is made this 24th day of January, 2003, by and between Tier 3 Communications Inc., a Florida Corporation and T3 Communications, LLC, a Florida Limited Liability Company, sometimes hereinafter collectively referred to as "constituent entities."

WHEREAS, the respective Boards of Directors of the constituent entities deem it advisable that Tier 3 Communications, Inc ("the Disappearing Corporation") be merged into T3 Communications, LLC ("the Surviving Entity") under the laws of the State of Florida in the manner provided therefore pursuant to Chapters 607 and 608 of the Florida Statutes.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the constituent entities have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

### **Agreement to Merge**

1. The constituent entities hereby agree that the Disappearing Corporation shall be merged into the Surviving Entity.

### **Name of Merged Entity**

2. The name of the Surviving Entity shall be T3 Communications, LLC

### **Place of Office of Surviving Entity**

3. The place in Florida where the principal office of the Surviving Entity is to be located is  
2235 First St.  
Suite 217  
Ft. Myers, Florida 33901

### **Purposes of Surviving Entity**

4. The purposes of the Surviving Entity are to engage in any lawful act or activity for which entities may be formed under Chapter 608 of the Florida Statutes

### **Authorized Shares of Surviving Entity**

5. The present number of shares which the Disappearing Corporation is authorized to issue is Four Million (4,000,000) shares of \$.001 par common stock, of which Three Million Seven Hundred Fifty Thousand (3,750,000) shares are now issued and outstanding. The Surviving Entity may issue Membership Units under such terms and in such amounts as its Operating agreement provides.

### **First Managers**

6. The present Managers of the Surviving Entity shall continue as such until their successors are duly elected or designated after the effective date of the merger. Their names and addresses are as follows:

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Stephen G. Ward,  
2235 First St. #217  
Ft. Myers, Florida 33901

Steven C. Jones  
2235 First St. #217  
Ft. Myers, Florida 33901

Gary S. Walker  
2235 First St. #217  
Ft. Myers, FL 33901

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CORPORATIONS  
TALLAHASSEE, FLORIDA

#### **Name and Residence of Registered Agent**

7. Stephen G. Ward,  
2235 First St.  
Suite 217  
Ft. Myers, Florida 33901

The present Registered agent of the Surviving Entity shall continue and is hereby, appointed as the person on whom process, tax notices, and demands against said Surviving Entity or either of the said constituent entities, may be served.

#### **Mode of Effecting Merger**

8. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Entity, shall be as follows:

Each shareholder of the Disappearing Corporation shall surrender his share statement(s) in the Disappearing Corporation to the Surviving Entity on the effective date of this Agreement. Upon surrender to the Surviving Entity of the respective share statement of the Disappearing Corporation, there shall be issued to the respective holders hereof, in substitution therefor, certificates for fully paid and nonassessable membership units of the Surviving Entity. The number of Memberships units issued shall be equal to the number of shares held in the Disappearing Corporation divided by 3,750,000 (Three Million Seven Hundred Fifty Thousand), being the number of shares of the Disappearing Corporation outstanding, times 40,816 (Forty Thousand Eight Hundred Sixteen), being the total number of Membership Units to be issued; provided, however, that if any holder of shares of the Disappearing Corporation shall be entitled pursuant to the preceding provisions of this sentence to a fractional share of the Surviving Entity, then such fractional share shall not be issued to such holder if such fraction be less than one-half (1/2), and if such fractional share shall be one-half 1/2) or more, such holder shall be entitled to one (1) whole share in lieu of such fractional share. The Surviving Entity shall assume all the assets and Liabilities of the Disappearing Entity.

#### **Articles of Organization**

9. The Articles of Organization of the Surviving Entity shall continue to be the Articles of the Surviving Entity, until amended as provided by law.

#### **Operating Agreement**

10. The current Operating Agreement of T3 Communications, LLC shall be the Operating Agreement of the Surviving Entity.

#### **Effective Date of Agreement**

11. This Agreement shall become effective on the date of filing of this agreement, or other appropriate certificate, in the manner provided by law. The term "effective date," wherever used in this Agreement, shall mean the effective date herein described.

**Directors' Right to Abandon Merger**

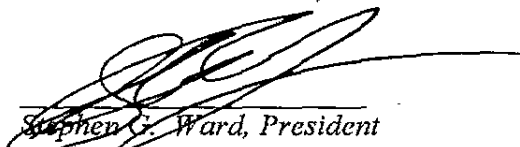
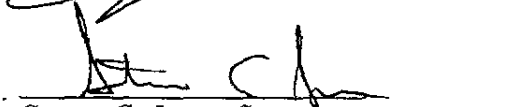
12. The Board of Directors of each of the constituent entities shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this Agreement.

**Execution**

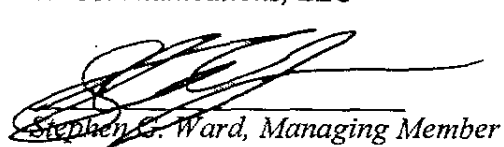
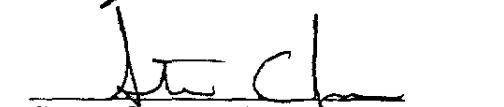
IN WITNESS WHEREOF, the constituent entities have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors/Board of Managers and shareholders/members of the constituent entities.

*Agreed to By:*

*Tier 3 Communications, Inc*

  
Stephen G. Ward, President  
  
Steven C. Jones, Secretary

*T3 Communications, LLC*

  
Stephen G. Ward, Managing Member  
  
Steven C. Jones, Managing Member

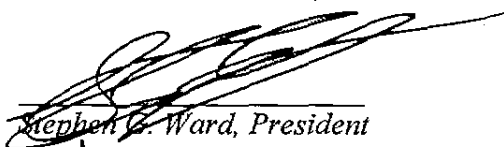

**CERTIFICATE OF TIER 3 COMMUNICATIONS, INC.**

We, Stephen G. Ward, President of Tier 3 Communications, Inc., and Steven C. Jones, Secretary of Tier 3 Communications, Inc., do hereby certify:

1. That pursuant to the provisions of 607.0821 of the Florida Statutes, all of the Directors of Tier 3 Communications, Inc. consented in writing on January 24, 2003 to the adoption of the foregoing Agreement of Merger.
2. That pursuant to the provisions of 607.0704 of the Florida Statutes, all of the stockholders of Tier 3 Communications, Inc waived notice and consented in writing on January 24, 2003, to the adoption of the foregoing Agreement of Merger and authorized the President and Secretary of Tier 3 Communications, Inc.- [to execute said Agreement on its behalf.

IN WITNESS WHEREOF, we have hereunto set our hands this 24<sup>th</sup> day of January, 2003.

*Tier 3 Communications, Inc*

  
Stephen G. Ward, President  
  
Steven C. Jones, Secretary

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

CERTIFICATE OF T3 COMMUNICATIONS, LLC.

We, Stephen G. Ward, and Steven C. Jones, Managers of T3 Communications, LLC, do hereby certify:

1. That pursuant to the provisions of 608.4381 of the Florida Statutes, all of the Managers of T3 Communications, LLC. consented in writing on January 24, 2003 to the adoption of the foregoing Agreement of Merger.
2. That pursuant to the provisions of 608.4381 of the Florida Statutes, all of the Members of T3 Communications, LLC waived notice *and* consented in writing on January 24, 2003, to the adoption of the foregoing Agreement of Merger and authorized the Managing Members listed below of T3 Communications, LLC to execute said Agreement on its behalf.

IN WITNESS WHEREOF, we have hereunto set our hands this 24 day of January, 2003.

*T3 Communications, LLC*

  
\_\_\_\_\_  
*Stephen G. Ward, Managing Member*

  
\_\_\_\_\_  
*Steven C. Jones, Managing Member*

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