

L03743



FILED
97 DEC 31 PM 3:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 654465 4711028

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 70.00

ORDER DATE : December 31, 1997

ORDER TIME : 2:03 PM

ORDER NO. : 654465-005

CUSTOMER NO: 4711028

100002387741--7

CUSTOMER: Mr. D. Matthew Dorny
Parr Waddoups Brown Gee &
Suite 1300
185 South State Street
Salt Lake City, UT 84111

ARTICLES OF MERGER

TELTRUST ACQUISITION, INC.

INTO

QUEST GROUP INTERNATIONAL,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

Mergen

1998 JAN 2 1998

571631 113-29
1997 DEC 31

L03743

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TELTRUST ACQUISITION, INC., a Utah corporation not qualified in Florida

INTO

QUEST GROUP INTERNATIONAL, INC., a Florida corporation, L03743.

File date: December 31, 1997

Corporate Specialist: Velma Shepard

Account number: 072100000032

Account charged: 70.00

FILED
97 DEC 31 PM 3: 25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER

OF

TELTRUST ACQUISITION, INC.
(A Utah Corporation)

WITH AND INTO

QUEST GROUP INTERNATIONAL, INC.
(A Florida Corporation)

THESE ARTICLES OF MERGER are executed and entered into this 31st day of December, 1997, by and between Quest Group International, Inc., a Florida corporation (hereinafter referred to as the "Company" or the "Surviving Corporation") and Teltrust Acquisition, Inc., a Utah corporation (hereinafter referred to as "Acquisition").

WITNESSETH:

I. PLAN OF MERGER

Pursuant to these Articles of Merger, it is intended and agreed that Acquisition will be merged with and into the Company and that the Company shall be the Surviving Corporation with the name of Quest Group International, Inc. as provided below. The terms, conditions, and understandings of the merger are set forth in the Plan of Merger between Acquisition and the Company dated as of October 1, 1997, a copy of which is attached hereto as Exhibit A and incorporated herein by this reference.

II. ARTICLES OF INCORPORATION AND BYLAWS

On the consummation of the merger, the articles of incorporation and bylaws of the Company shall be the articles of incorporation and bylaws of the Surviving Corporation.

III. NAME AND PRINCIPAL OFFICE OF SURVIVING CORPORATION

The name of the Surviving Corporation, which will continue in existence after the merger, shall be Quest Group International, Inc. The address of the Surviving Corporation's principal office is located at 232 Falcon Drive, Forest Park, Georgia 30297.

IV. APPROVAL BY SHAREHOLDER OF ACQUISITION

The Plan of Merger was approved by the shareholders of Acquisition on December 22, 1997. Acquisition is authorized to issue 1,000 shares of common stock, no par value per share, of which 1,000 shares are issued and outstanding as of the date hereof. All of the 1,000 shares of common stock of Acquisition entitled to vote voted in favor of entering into the Plan of Merger in accordance with the provisions of the Utah Revised Business Corporations Act. Such shares were voted as a class; no shares of any other class of stock were issued and outstanding and entitled to vote thereon.

V. APPROVAL BY SHAREHOLDERS OF THE COMPANY

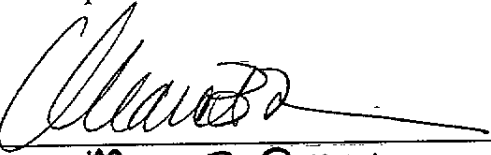
The Plan of Merger was approved by the shareholders of the Company on December 15, 1997. The Company is authorized to issue 1,800,000 shares of common stock, par value of \$.01 (the "Common Stock"), of which 400,000 shares were issued and outstanding on December 15, 1997, the date the Plan of Merger was submitted to the shareholders for their approval hereof and 200,000 shares of preferred stock, par value of \$.01, of which zero are issued and outstanding as of the date hereof. All of the 400,000 shares of Common Stock of the Company entitled to vote were voted in favor of entering into the Plan of Merger, all in accordance with the provisions of the Florida Business Corporations Act. Such shares were voted as a class; no shares of any other class of stock were entitled to vote thereon.

VI. EFFECTIVE DATE OF MERGER

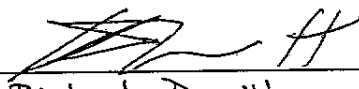
The merger shall be effective upon the date and at the time of filing of these Articles of Merger with the Florida Department of State and the Utah Division of Corporations and Commercial Code.

IN WITNESS WHEREOF, the undersigned corporations, acting by their respective officers have executed these Articles of Merger as of the date first above written.

TELTRUST ACQUISITION, INC.
a Utah corporation

By: 
Name: MARC B. COHEN
Title: President

QUEST GROUP INTERNATIONAL, INC.
a Florida corporation

By: 
Name: Richard Dewitt
Title: President

**Exhibit A to the
Articles of Merger**

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") dated as of the 1st day of October, 1997, is entered into by and between Teltrust Acquisition, Inc., a Utah corporation ("Acquisition") and a wholly-owned subsidiary of Teltrust, Inc., a Utah corporation ("Teltrust"), and Quest Group International, Inc., a Florida corporation (the "Company"). (Acquisition and the Company are hereinafter collectively referred to as the "Constituent Corporations.")

Recitals

WHEREAS, Acquisition is a corporation duly organized and existing under the laws of the state of Utah having an authorized capital of 1,000 shares of common stock, no par value per share (the "Common Stock of Acquisition"), of which 1,000 shares are issued and outstanding as of the date hereof; and

WHEREAS, the Company is a corporation duly organized and existing under the laws of the state of Florida, having an authorized capital of 1,800,000 shares of common stock (the "Common Stock"), par value of \$0.01 per share and 200,000 shares of preferred stock (the "Preferred Stock"), par value of \$0.01 per share, of which 400,000 shares of Common Stock and no shares of Preferred Stock were issued and outstanding as of October 1, 1997; and

WHEREAS, Acquisition, the Company, Teltrust and certain other parties have entered into a Merger Agreement (the "Merger Agreement") dated as of October 1, 1997, setting forth certain representations, warranties, covenants, agreements, and conditions in connection with said merger; and

WHEREAS, the respective boards of directors of the Constituent Corporations have each duly approved this Plan providing for the merger of Acquisition with and into the Company with the Company as the surviving corporation as authorized by the statutes of the state of Florida and the state of Utah; and

WHEREAS, Teltrust owns all the issued and outstanding voting stock of Acquisition;

Agreement

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger and the manner and basis of causing the shares of the Company to be converted into shares

**Exhibit A to the
Articles of Merger**

of Teltrust common stock, par value \$0.01 per share (the "Exchanged Teltrust Stock"), and such other provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the approval and adoption of this Plan by the requisite vote of the stockholders of each Constituent Corporation, and subject to the conditions hereinafter set forth, as follows:

Article I

Merger and Name of Surviving Corporation

On the effective date of the merger, Acquisition and the Company shall cease to exist separately and Acquisition shall be merged with and into the Company, which is hereby designated as the "Surviving Corporation," the name of which on and after the Effective Date (as hereinafter defined) of the merger shall remain "Quest Group International, Inc."

Article II

Terms and Conditions of Merger

The terms and conditions of the merger (in addition to those set forth elsewhere in this Plan) are as follows:

- (a) On the Effective Date of the merger:
 - (1) Acquisition shall be merged into the Company to form a single corporation, and the Company shall be designated as the Surviving Corporation.
 - (2) The separate existence of Acquisition shall cease.
 - (3) The Surviving Corporation shall have all the rights, privileges, immunities, and powers and shall be subject to all duties and liabilities of a corporation organized under the laws of the state of Florida.
 - (4) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; all property, real, personal, and mixed, and all debts due of whatever account, including subscriptions to shares, and all other choices in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to

**Exhibit A to the
Articles of Merger**

be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate, or any interest therein, vested in either Constituent Corporation shall not revert or be in any way impaired by reason of the merger; the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; any claim existing or action or proceeding pending by or against either of such Constituent Corporations may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in place of the Constituent Corporation; and neither the rights of creditors nor any liens on the property of either of the Constituent Corporations shall be impaired by the merger.

- (b) On the Effective Date of the merger, the board of directors of the Surviving Corporation shall consist of Richard J. Dewitt, Lyle O. Keys, Marc B. Cohen, Jerry E. Romney, Jr., Carmelo Catalano, Christopher Gaffney, and John Hayes, to serve thereafter in accordance with the articles of incorporation and bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with such bylaws and the laws of the State of Florida or until the earlier of their death, resignation or removal.
- (c) On the Effective Date of the merger, the officers of the Surviving Corporation shall be Richard J. Dewitt, President and Steven E. Swenson, Secretary, with such officers to serve thereafter in accordance with the articles of incorporation and bylaws of the Surviving Corporation and until their respective successors shall have been duly elected and qualified in accordance with such bylaws and the laws of the State of Florida or until the earlier of their death, resignation or removal.

Article III

Manner and Basis of Converting Shares

The manner and basis of converting shares of the Constituent Corporations and the mode of carrying the merger into effect are as follows:

- (a) Each share of Common Stock of the Company outstanding on the Effective Date of the merger shall, without any action on the part of the holder thereof, be converted into the right to receive 1.460012 fully paid and nonassessable shares of Exchanged Teltrust Stock which shall, on such conversion, be

**Exhibit A to the
Articles of Merger**

validly issued and outstanding, fully paid, and nonassessable, and shall not be liable to any further call, nor shall the holder thereof be liable for any further payments with respect thereto. After the Effective Date of the merger, each holder of an outstanding certificate which prior thereto represented shares of Common Stock of the Company (each, a "Stockholder") shall be entitled, on surrender thereof to Teltrust, to receive in exchange therefor a certificate or certificates representing the number of whole shares of Exchanged Teltrust Stock into which the shares of Common Stock of the Company so surrendered shall be converted as aforesaid. Until so surrendered, each such outstanding certificate (which prior to the Effective Date of the merger represented shares of Common Stock of the Company) shall for all purposes evidence the ownership of the Exchanged Teltrust Stock into which such shares shall have been converted; *provided*, that dividends or other distributions which are payable in respect of shares of Exchanged Teltrust Stock into which shares of Common Stock of the Company shall have been converted shall be set aside by Teltrust and shall not be paid to holders of certificates representing such shares of Common Stock of the Company until such certificates shall have been surrendered in exchange for certificates representing Exchanged Teltrust Stock. On such surrender, the holder(s) of such shares shall be entitled to receive such dividends or other distributions without interest. Teltrust shall not issue any fractional interest in shares of Exchanged Teltrust Stock in connection with the aforesaid conversion, and the aggregate number of shares of Exchange Teltrust Stock that each holder shall be entitled to receive shall be rounded to the nearest whole number in the event of fractions (with 0.5 being rounded up); *provided, further*, that the number of shares of Exchanged Teltrust Stock which each Stockholder of the Company shall be required to deposit with Zions First National Bank, as escrow agent (the "Escrow Agent") (or such other escrow agent selected by Teltrust pursuant to that certain Escrow Agreement, dated as of the date of the Merger Agreement, among Teltrust, the Stockholders and the Escrow Agent, the "Escrow Agreement") pursuant to the Escrow Agreement shall be withheld by Teltrust and issued to the Escrow Agent, to be later released to the Stockholders pursuant to and in accordance with the Escrow Agreement and to the extent such shares have not been made subject to claims of Teltrust against the Company and/or the Stockholders pursuant to and in accordance with the Merger Agreement and the Escrow Agreement.

- (b) All shares of Exchanged Teltrust Stock into which shares of the Common Stock of the Company shall have been converted pursuant to this Article III shall be issued in full satisfaction of all rights pertaining to the shares of

**Exhibit A to the
Articles of Merger**

Common Stock of the Company, as applicable, and all shares of Common Stock of the Company shall be canceled.

- (c) If any certificate for shares of Exchanged Teltrust Stock is to be reissued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of the issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that the transfer be in compliance with applicable federal and state securities laws.
- (d) The issued and outstanding shares of Common Stock of Acquisition shall automatically be converted into 1,000 shares of the Surviving Corporation's common stock, \$.01 par value.

Article IV

Certificate of Incorporation and Bylaws

1. The articles of incorporation of the Company shall, on the merger becoming effective, be and constitute the articles of incorporation of the Surviving Corporation until amended in the manner provided by law.

2. The bylaws of the Company shall, on the merger becoming effective, be and constitute the bylaws of the Surviving Corporation until amended in the manner provided by law.

Article V

Shareholder Approval

This Plan shall be submitted to the stockholders of each of the Constituent Corporations as provided by the laws of the State of Florida and the State of Utah. After the approval or adoption thereof by the stockholders of each Constituent Corporation in accordance with the requirements of the applicable laws, all required documents shall be executed, filed, and recorded, and all required acts shall be done in order to accomplish the merger under the provisions of the laws of the State of Florida and the State of Utah, subject to the terms of the Merger Agreement.

**Exhibit A to the
Articles of Merger**

Article VI

**Approval and Effective Date of the Merger;
Miscellaneous Matters**

1. The merger shall become effective when all the following actions shall have been taken:

- (a) This Plan shall be authorized, adopted, and approved by and on behalf of each Constituent Corporation in accordance with the laws of the State of Florida and the State of Utah; and
- (b) This Plan, or articles of merger in the form required, executed and verified in accordance with the laws of the State of Florida and the State of Utah, shall be filed with the Florida Department of State and the Utah Division of Corporations and Commercial Code.

The date on which such actions are completed and such merger is effected is herein referred to as the "Effective Date."

2. If at any time the Surviving Corporation shall deem or be advised that any further grants, assignments, confirmations, or assurances are necessary or desirable to vest, perfect, or confirm title in the Surviving Corporation, of record or otherwise, to any property of Acquisition acquired or to be acquired by, or as a result of, the merger, the officers and directors of Acquisition or any of them shall be severally and fully authorized to execute and deliver any and all such deeds, assignments, confirmations, and assurances and to do all things necessary or proper so as to best prove, confirm, and ratify title to such property in the Surviving Corporation and otherwise carry out the purposes of the merger and the terms of this Plan.

3. For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, each such counterpart shall be deemed to be an original instrument, and all such counterparts together shall be considered one instrument.

4. This Plan shall be governed by and construed in accordance with the laws of the State of Utah.

5. This Plan cannot be altered or amended, except pursuant to an instrument in writing signed on behalf of the parties hereto.

**Exhibit A to the
Articles of Merger**

The foregoing Plan of Merger, having been approved by the board of directors of each Constituent Corporation, and having been adopted separately by the stockholders of each Constituent Corporation thereto in accordance with the laws of the State of Florida and the State of Utah, an authorized officer of each of the Company and Acquisition do hereby execute this Plan of Merger this 31st day of December, 1997, declaring and certifying that this is our act and deed and the facts herein stated are true.

TELTRUST ACQUISITION, INC.,
a Utah corporation

By: 

Name:

MARC B. COHEN

Title:

PRESIDENT

QUEST GROUP INTERNATIONAL, INC.,
a Florida corporation

By: 

Name:

Richard Dewitt

Title:

President