

LD5000039864

Florida Department of State
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MERGER OR SHARE EXCHANGE**TCG ACQUISITION, LLC**

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Page Count	03
Estimated Charge	\$96.25

\$90.00

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FLORIDA DEPARTMENT OF STATE

Glanda E. Hood
Secretary of State

September 26, 2005

SEA COMMUNICATIONS CORPORATIONS

SUBJECT: TCG ACQUISITION, LLC
REF: L05000039854

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

TCG Acquisition, LLC *LD500039804* Florida

Second: The name and jurisdiction of the merging corporation:

Name

Jurisdiction

Telecom Consulting Group, Inc. Maryland

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective upon filing.

Fifth: Adoption of Plan of Merger by the surviving corporation:

The Board of Directors of the surviving corporation adopted the Plan of Merger on May 2, 2005. Shareholder approval was not required for the merger.

Sixth: Adoption of Plan of Merger by the merging corporation:

The Board of Directors of the merging corporation adopted the Plan of Merger on April 21, 2005. Shareholder approval was required for the merger and obtained on April 21, 2005.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed of Printed Name of Individual and Title

TCG Acquisition, LLC



Thomas P. Hunt
Senior Vice President

Telecom Consulting Group,
Inc.



Thomas P. Hunt
Senior Vice President

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PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1104, Florida Statutes.

1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
TCG Acquisition, LLC	Florida

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Telecom Consulting Group, Inc.	Maryland

3. SBA Senior Finance, Inc., a Florida corporation owns one hundred percent (100%) of the issued and outstanding capital stock of the surviving corporation. The surviving corporation owns 100% of the stock of the merging corporation.

4. On the effective date of the merger, each of the issued and outstanding shares of common stock of the merging corporation, and all rights in respect thereof, shall be canceled.

5. Other provisions relating to the merger are as follows:

(A) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the merging corporation shall be transferred to and vested in the surviving corporation without further act or deed, and all property (including real, personal and intellectual) of the merging corporation shall be the property of the surviving corporation.

(B) Assumption of Obligations. All obligations of the merging corporation shall become obligations of the surviving corporation.

(C) Effective Date. The merger shall become effective at 11:59 p.m. on July 14, 2005 (the "Effective Date").

(D) Board of Directors Approvals. The Boards of Directors of the surviving corporation and the merging corporation have approved this Plan of Merger and the filing of the Articles of Merger and all other documents or certificates required to be filed with the Florida Department of State, each by Written Consent dated May 2, 2005.

(E) Articles of Incorporation. The Articles of Incorporation of the surviving corporation shall continue to be the Articles of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the Florida Business Corporation Act.

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(F) Bylaws. The Bylaws of the surviving corporation in effect currently and at and as of the Effective Date will remain the Bylaws of the surviving corporation without any modification or amendment in the merger.

(G) Officers and Directors. The directors and officers of the surviving corporation shall be those persons who were the members of the Board of Directors and the officers, respectively, of the surviving corporation immediately prior to the Effective Date and shall remain the directors and officers of the surviving corporation until their successors shall have been duly elected and qualified.

(H) Required Actions. TCG Acquisition, LLC shall take, or cause to be taken, all action required or advisable under the laws of the State of Florida to consummate and make effective the intent of this Plan of Merger.

(I) Dissenters' Rights. Because the surviving corporation is the sole shareholder of the merging corporation, there will not be dissenters' rights in connection with the merger.

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