L14438

BROAD AND CASSEL
ATTORNEYS AT LAW

SUITE 1100
390 NORTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
PO Box 4961 (32802-4961)
(407) 839-4200
FAX (407) 425-8377

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
52

December 30, 1996

Merger

VIA FEDERAL EXPRESS

Florida Department of State
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002044095--9
-01/03/97--01030--016
*****35.00 *****35.00

600002064726--3
-01/22/97--01116--004
*****35.00 *****35.00

96 DEC 31 PM
FILED
SECRETARY OF STATE
TALLAHASSEE

RE: SIMCOM INTERNATIONAL, INC.
OUR FILE NO. 19165-0001

Dear Sir or Madam:

Enclosed for filing are an original and two copies of the Articles of Merger of SimWest, Inc., an Arizona corporation, with and into SimCom International, Inc., a Florida corporation together with our check in the amount of $35.00 payable to the Florida Department of State to cover the filing fee. **Please note the effective time and date of the Articles as 11:59 p.m. on December 31, 1996.** Please acknowledge receipt of the enclosed Articles of Merger by date-stamping a copy of the Articles and returning the copy to me in the stamped, self-addressed envelope enclosed for your convenience.

Thank you for your attention to this matter. If you have any questions or comments, please contact me.

Sincerely yours,

Douglas E. Starcher

DES:lam
Enclosures
cc: Mr. Walter W. David, President

Name Availability	1/6/97
Document Examiner	DDH
Updater	DDH
Update Verifyer	DDH
Acknowledgement	
W.P. Verifyer	DDH

C. TAX
FILING 35
R. AGENT FEE
C. COPY
TOTAL 35
N. BANK
BALANCE DUE
REFUND

CORP\19165\0001\DESLAM12.36A
961230 - 3:33pm

L14438

ARTICLES OF MERGER
Merger Sheet

MERGING:

SIMWEST, INC., an Arizona corporation not authorized to transact business in Florida.

INTO

SIMCOM INTERNATIONAL, INC., a Florida corporation, L14438.

File date: December 31, 1996

Corporate Specialist: Annette Hogan

BROAD AND CASSEL
ATTORNEYS AT LAW

SUITE 1100
390 NORTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
PO Box 4961 (32802-4961)
(407) 839-4200
FAX (407) 425-8377

January 14, 1997

Ms. Annette Hogan
<u>PERSONAL & CONFIDENTIAL</u>
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: SimCom International
Our File Number: 19165-0001

Dear Ms. Hogan:

Pursuant to your request, I am enclosing a check in the amount of $35.00 for additional filing fees associated with the Articles of Merger previously filed for the merger of SimWest, Inc. with and into SimCom International, Inc. I understand that the merger shall be effective as of the time and date specified in the Articles of Merger. Thank you for your cooperation.

Sincerely yours,

Douglas E. Starcher

DES:djn
Enclosure

CORP\19165\0001\DESDJN01.13A
970114 - 10:09am

96 DEC 31 PM 12:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

SimWest, Inc.
(an Arizona corporation)

WITH AND INTO

SimCom International, Inc.
(a Florida corporation)

Pursuant to the provisions of Sections 607.1104, 607.1105, and 607.1107 of the Florida Statutes, these Articles of Merger provide that:

1. SimWest, Inc., an Arizona corporation ("SimWest"), shall be merged with and into SimCom International, Inc., a Florida corporation ("SimCom"), which shall be the surviving corporation.

2. The merger shall become effective as of 11:59 p.m. on December 31, 1996.

3. The Agreement and Plan of Merger dated effective as of December 31, 1996, pursuant to which SimWest shall be merged with and into SimCom (the "Merger"), is attached hereto as Exhibit "A" (the "Plan of Merger").

4. Shareholder approval of the Merger was not required, as SimWest was a wholly owned subsidiary of SimCom prior to the Merger.

5. The Plan of Merger was adopted by the Board of Directors of SimCom on December 27, 1996 by unanimous written consent.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of SimWest and SimCom by their authorized officers as of December 27, 1996.

SimWest, Inc.

By: ______________________
Walter W. David, President

SimCom International, Inc.

By: ______________________
Walter W. David, President

CORP\1916\0001\[illegible]
961219 - 4:23pm

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

OF

SimWest, Inc.
(an Arizona corporation)

WITH AND INTO

SimCom International, Inc.
(a Florida corporation)

This Agreement and Plan of Merger is dated effective as of December 31, 1996 by and between SimWest, Inc., an Arizona corporation ("SimWest"), and SimCom International, Inc., a Florida corporation ("SimCom").

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement and both the Florida Business Corporation Act and the Arizona Revised Statutes, Title 10, at the Effective Time (as defined below), SimWest shall be merged with and into SimCom (the "Merger"), the separate and corporate existence of SimWest shall cease, and SimCom (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Florida under its present name. (SimWest and SimCom are collectively referred to as the "Constituent Corporations".)

2. The Merger shall become effective as of 11:59 p.m. on December 31, 1996 (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding share of capital stock of SimWest owned by SimCom, the sole shareholder of SimWest, shall be cancelled.

6. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

SimCom International, Inc.	SimWest, Inc.
By: ______________	By: ______________
Walter W. David, President	Walter W. David, President

CORP\19165\0001\DESEND12.18C
961219 - 10:41am