Broad and Cassel ATTORNEYS AT LAW

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ROBERT T. BOKEN, P.A. ANDRIEW COTZUL, P.A. KELLY OVERSTREET FORMON, P.A. BANDAL M. ALLEGOOD, P.A. IAMES J. WHEELER, P.A. INTERNY P. GORDON ANDREW R. THOMAR, P.A. MARK D. TUCKER THEODORE C. TAUR, P.A. PETER M. CARDILLO, P.A. IACK B. BILLOTT, P.A. VIRGINIA BALLEY ICHIBON, P.A. JOSE L BOYAL P.A. FORE A. SANTOR, FR., P.A. HONA B. GORDON, P.A. STEVEN BILBON AMY & BOHLOWER, P.A. DEBORAH H. KOHKION, P.A. BOHALD M. GACHÉ, P.A. EICHARD M. MITAK, PA. ANOTE HOUSE BEANAN, P.A. A. JEFFRY ROSDOOK, P.A. DALE S. REPUMAN, P.A. MARSHALL, S. HARRIS, P.A.

ROBERT B. SOMMON, P.A. IAY ADAMS DAWN LANKFORD BOWLING MYCE L BLDEN PAUL AITLLO EATRILEEN L. DEUTICH NUMBER OF A STREET BARBABA del CANTILLO MICHAEL B. KERCHER BOY & KORATET MICHAEL P. REDUCETT MATHAEL P. 1000, IR. C. CHRETOPHIE EULER EXCHAID M. BENGUEL DOUGLAS B. STABCHER GABY & LINGMAN DAVID J. POWERS JONATHAN J. SLLES ANDREW A. RICCO KATHERDER CARTOR IANE B. PALICIER ROBERT ALIFERT, IR. ROBERT F. MALLETT EXITE P. WHITE

EDGAR A. MINIS TAMARA CARNICHAEL ELMARTIE S. Q. SCHOLM TORR PARTIE TAMOR PETER M. ESENAN LECH AND MURYD LDEM C. PRAZIES STEVE WALESSTE RODGER HOGHAN MICHARI, MANTHE T. KEVDI TAYLOR LISTER J. PERLING DAVID A. ROBERTS DAVED F. LEON DEBRA B. POTTER JEOGGFER SYSWARD CARL B. ROSES CARLOS O, FERNANDEZ KELLY P. CAMPOLO HOWARD M. BORDWON ANDRIA J. FOWLER CAROLINE MONTANTIE LUANO M. DOMINGUEZ TYRONE L. LUMAN

SUITE 1100 390 NORTH ORANGE AVENUE ORLANDO, FLORIDA 32801 PO Box 4961 (32802-4961) (407) 839-4200 PAX (17) 425-8377 ACCO CASE WHITE PARTY STORE OF THE PARTY S

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December 30, 1996

VIA FEDERAL EXPRESS

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

> 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. Name incerely yours, **Availability** Document Examiner ouglas/ E. Starcher **Updater** filing. A. AGENT FROM DES: lan update Enclosurasmyer
cc: Mr Walter WanDav O 0004 TOTAL ... Acesident N. BANE CORP.19149AMI/DRELAMIZ.94A PTICAUDENDALE - MIAMI- STUART - TALLAHARSEE - TAMPA - TALLAHARSEE - REPUND ____

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

MURRAY D. SHEAR, P.A. MIKE SEGAL, P.A. JEFFREY A. DEUTCH, P.A. PATRICIA LIBOW, P.A. C. KEN BISSOP, P.A. ROSHRT D. GATTOR, P.A. EICHARD B. MAGRAHAND, P.A. C. DAVED BROWN, H. P.A. F. VERHON BERGETT MARWOR & CAMEL P.A. CLIPPORD L HERTZ, P.A. ARVIN J. JAPPE, P.A. M. STEPHEN TURKE, P.A. BALPI C. DATELIO, P.A. DOUGLAS L. MAIGHEMER, P.A. MARTIN E. PRIMI, P.A. MICHARI, A. DRIBIT, P.A. ANTHONY W. PALMA, P.A. ANDREW D. BAPEN CHARLES & STRATTON, P.A. JAMES B. SLATER, P.A. WILLIAM C. PHILLIPM, P.A. ALAN S. LEDERMAN, P.A. GABRUEL L. BATHERATO, P.A.

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DALE S. BERGHAN, P.A. MARHALL S. KARRE, P.A. BORERT E. ROHBOSI, P.A. DAWN LAKEFOED BOWLDIU, P.A. KATHLEEN L. DEUTSCH, P.A. MICHAEL P. MOUSTT, P.A. JAY ADAMS PAUL AUGUO JETTREY J. SUITER BARBARA M. CASTILLO MICHAEL R. KERCHER BOY S. KONET MICHAEL P. 1000, FR. C. CHRESTOROUS KILLED EECHAED M. BERGURI DOUGLAN E. STARCHER GABY E. LEDYAN FORATRAN J. ELLE ANDREW A. EEKSI EATHERING CANTOR JAIGS B. PALMER

ROBBET ALPERT, JR.

ROBERT P. MAJLETT KUTH P. WAITS MOGAR A. RECOM TAMARA CARMICHARI ELEABETH & C. SCHOLE POST PARTIE PANCE PETER M. BERNGLARD? LEGEL AND MUZVES LDEA C. PLAZZER STEVE WATERSTEEN RODGER HOCKMAN MICHARY, MANTHER LIGHTER J. PERLENG DAVID A. BORERTS DAVID F. LEON DESIGN B. POTTER JEROGRED STEWARD CARL R. BOCOM MELLY P. CAMPOLO HOWARD M. BORDWON ANDRIA J. ROWLER **EURIOF M. DOMENGUIEZ** TYPONE L LUMMAN

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OF COUNTY. ALVDI CATELL NORMAN BROAD, P.A. I. BURTON SPEAKER WILLIAM M. BOWLAND, IR. P.A. WANDA L MOWN KIDOLETH BOWMAN JODE B. LAURENCE JEANGER E. DAMINGIAN

January 14, 1997

Ms. Annette Hogan PERSONAL & CONFIDENTIAL 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:din **Enclosure**

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.

SimCom International, Inc.

Walter W. David, President

Walter W. David, President

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.

Walter W. David, President

Walter W. David, President