

L14438

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Merzer

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-01/03/97--01030-016
*****35.00 *****35.00
600002064726--3
-01/22/97--01116-004
*****35.00 *****35.00

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.

Sincerely yours,

Douglas E. Starche

Name	10/97
Availability	
Document Examiner	Don
Updater	Don
Update Verifier	Don
Walter W. Davidson, President	
Acknowledgement	Don
W.B. Verifier	

CORP19169000UDNHLAM12.36A
041230 - 2:25pm

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

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

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January 14, 1997

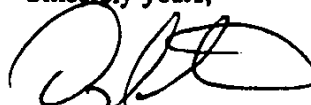
Ms. Annette Hogan
PERSONAL & CONFIDENTIAL
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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:djn
Enclosure

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

WITH AND INTO

COMPAGNIE INDUSTRIELLE
94319 - 432mm

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.

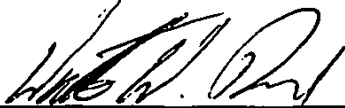
5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding share of capital stock of SimWest owned by SimCom, the sole shareholder of SimWest, shall be cancelled.

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

SimCom International, Inc.

By: 
Walter W. David, President

SimWest, Inc.

By: 
Walter W. David, President