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FROM-

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L 66456

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
UNITED CAPTURDYNE TECHNOLOGIES, INC.

Certificate of Status	0
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Page Count	02
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merger
10/22/01
DC

5067-001

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

VFNX, INC., a Florida corporation, P01000096915

INTO

UNITED CAPTURDYNE TECHNOLOGIES, INC., a Florida entity, L66456.

File date: October 19, 2001

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 22, 2001

**Please file as of
10/19/01*

UNITED CAPTURDYNE TECHNOLOGIES, INC.
1001 N.W. 62ND STREET
SUITE 407
FT. LAUDERDALE, FL 33309

SUBJECT: UNITED CAPTURDYNE TECHNOLOGIES, INC.
REF: L66456

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E01000108319
Letter Number: 501A00058026



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 19, 2001

**Please file as of
10/19/01*

UNITED CAPTURDYNE TECHNOLOGIES, INC.
1001 N.W. 62ND STREET
SUITE 407
FT. LAUDERDALE, FL 33309

SUBJECT: UNITED CAPTURDYNE TECHNOLOGIES, INC.
REF: 166456

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.1101(3)(a), Florida Statutes provides that a plan of merger may set forth amendments to, or a restatement of the articles of incorporation of the surviving corporation. Therefore, if the articles of incorporation of the merging corporation will become the articles of incorporation of the surviving corporation, please add an exhibit titled Restated Articles of Incorporation which include the provisions of the restated articles currently in effect for the surviving corporation. If the registered agent is also changing, the signature of the new agent is required, along with a statement that he/she is familiar with and accepts the obligations of the position.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000108319
Letter Number: 901A00057872

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

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ARTICLES OF MERGER

OF

VFNX, INC.
(a Florida corporation)

WITH AND INTO

UNITED CAPTURDYNE TECHNOLOGIES, INC.
(a Florida corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 OCT 19 PM 5:00

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: The plan of merger is as follows:

1. **Merger.** VFNX, INC., a Florida corporation bearing Document Number P01000096915 ("MERGER SUB"), shall be merged (the "Merger") with and into UNITED CAPTURDYNE TECHNOLOGIES, INC., a Florida corporation bearing Document Number L66456 ("UNITED"). MERGER SUB and UNITED are sometimes hereinafter collectively referred to as the "Constituent Corporations." UNITED shall be the surviving corporation of the Merger (the "Surviving Corporation"), effective upon the date when these Articles of Merger are filed with the Department of State of the State of Florida.

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation and the By-Laws of MERGER SUB, as same shall exist from and after the Effective Time, shall be the Articles of Incorporation and By-Laws of the Surviving Corporation following the Effective Time, unless and until the same shall be amended or repealed in accordance with the provisions thereof or applicable law, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation and By-Laws of the Surviving Corporation, shall constitute the Articles of Incorporation and By-Laws of the Surviving Corporation separate and apart from these Articles of Merger. Restated Articles of Incorporation are attached as Exhibit A.

3. **Succession.** At the Effective Time, UNITED shall continue its corporate existence under the laws of the State of Florida, and the separate existence and corporate organization of MERGER SUB, except insofar as it may be continued by operation of law, shall be terminated and cease.

ADAM J. REISS, ESQ., FLA. BAR #0182702
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301 Phone No.: (954) 763-1200

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4. Conversion of Shares. On the Effective Time, by virtue of the Merger and without any further action on the part of the Constituent Corporations or their shareholders, all the outstanding shares of UNITED common stock shall be converted at the Effective Time of the Merger into 1,200,000 fully paid and nonassessable restricted share(s) of VoiceFlash Networks, Inc. common stock, par value \$.001 per share, pursuant to Section 3.1 of the Agreement and Plan of Merger (the "Plan of Merger") between VoiceFlash Networks, Inc., MERGER SUB, UNITED and the Shareholders of UNITED. Each share of common stock of MERGER SUB issued and outstanding prior to the Effective Time shall convert into one share of the common stock of the Surviving Corporation.

SECOND: The Effective Time of the Merger is the date upon which these Articles of Merger are filed with the Secretary of State of the State of Florida.

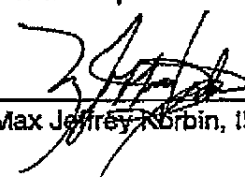
THIRD: The Plan of Merger was adopted by the Board of Directors of UNITED by Unanimous Written Consent dated October ~~6th~~^{8th}, 2001, and by the Majority Shareholder of UNITED on October ~~6th~~^{8th}, 2001; and by the Board of Directors of MERGER SUB by Unanimous Written Consent dated October 8th, 2001 and by the sole Shareholder of MERGER SUB on October 8th, 2001.

Signed this 19 day of October, 2001.

VFNX, INC.,
a Florida corporation

By: 
Lawrence Cohen, President

UNITED CAPTURDYNE TECHNOLOGIES, INC.,
a Florida corporation

By: 
Max Jeffrey Korbin, II, CEO

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EXHIBIT A
RESTATED ARTICLES OF INCORPORATION
OF
UNITED CAPTURDYNE TECHNOLOGIES, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: UNITED CAPTURDYNE TECHNOLOGIES, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 6401 Congress Avenue, Suite 250, Boca Raton, FL 33487.

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**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred (100) shares of common stock, \$.0001 par value per share.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the Registered Office of this Corporation in the State of Florida shall be Robert Kaufman, at 6401 Congress Avenue, Suite 250, Boca Raton, FL 33487.

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**ARTICLE VII
BOARD OF DIRECTORS**

The Corporation shall have no less than three (3) and no more than seven (7) directors.

**ARTICLE VIII
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE IX
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

UNITED CAPTURDYNE TECHNOLOGIES, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address 6401 Congress Avenue, Suite 250, Boca Raton, FL 33487, has Robert Kaufman, at 6401 Congress Avenue, Suite 250, Boca Raton, FL 33487, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Robert Kaufman

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