

L89434

1201 HAYS STREET

800-342-8086

TALLAHASSEE, FL 32301

904-222-0071

904-222-0071 X



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 200580 81011A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 24, 1996

ORDER TIME : 9:50 AM

ORDER NO. : 200580-010

CUSTOMER NO: 81011A

CUSTOMER: Victor W. Holcomb, Esq
Holcomb & Decort, P.a.
415 South Hyde Park Avenue

Tampa, FL 33606

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-12/24/96-01137-017

***122.50 ***122.50

ARTICLES OF MERGER

TELEDIGM COMMUNICATIONS, INC.

INTO

COMPASS DISTRIBUTION
SERVICES, INC.

FILE SECOND

RECEIVED
96 DEC 24 AM 11:10
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

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96 DEC 24 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 12/24

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

TELEDIGM COMMUNICATIONS, INC., a Florida corporation, V39900

INTO

COMPASS DISTRIBUTION SERVICES, INC., a Florida corporation, L89434

File date: December 24, 1996, effective December 31, 1996

Corporate Specialist: Steven Harris

EFFECTIVE DATE

12-31-96

ARTICLES OF MERGER

FILED
96 DEC 24 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER (hereafter "Articles") dated December 23, 1996, pursuant to Section 607.1105, Florida Statutes are submitted by TELEDIGM COMMUNICATIONS, INC. ("TELEDIGM") and COMPASS DISTRIBUTION SERVICES, INC. ("COMPASS"):

1. TELEDIGM is a corporation duly organized and existing under the laws of the State of Florida;

2. COMPASS is a corporation duly organized and existing under the laws of the State of Florida;

3. Pursuant to a Plan of Merger, COMPASS and TELEDIGM have agreed that TELEDIGM be merged into COMPASS as a single corporation, and that COMPASS shall continue under the laws of the State of Florida as the surviving corporation;

4. The purposes, the registered agent, the address of the registered office, bylaws, members of the board of directors and officers, number of directors and stock of COMPASS (the surviving corporation) are the same as appear in the Articles of Incorporation, bylaws and minutes of COMPASS prior to the merger;

5. The surviving corporation shall possess all of the rights, privileges, power, authority and ownership of COMPASS and TELEDIGM.

6. Each 1 share of TELEDIGM common stock, \$1.00 par value issued and outstanding on the date hereof is hereby converted into and shall be exchanged for 1 share of COMPASS common stock, no par value.

7. The merger under Internal Revenue Code Section

368(a)(1)(A) shall be effective December 31, 1996.

8. The Plan of Merger was adopted by the Board of Directors and Shareholders of COMPASS on the 23rd day of December, 1996 and by the Board of Directors and Shareholders of TELEDIGM on the 23rd of December, 1996.

COMPASS DISTRIBUTION SERVICES, INC.

By: Vincent S. Furlong
Vincent S. Furlong, President

TELEDIGM COMMUNICATIONS, INC.

By: Daniel R. Furlong
Daniel R. Furlong, President

PLAN OF MERGER

THIS PLAN OF MERGER (hereafter "Plan") by and between COMPASS DISTRIBUTION SERVICES, INC. ("COMPASS") and TELEDIGM COMMUNICATIONS, INC. ("TELEDIGM"),

WITNESSETH:

WHEREAS COMPASS, is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS TELEDIGM, is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS COMPASS and TELEDIGM have agreed that TELEDIGM shall merge into COMPASS upon the terms and conditions, and in the manner set forth in this Plan and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants warranties and representations contained in this Plan and in order to consummate the transactions described above, COMPASS and TELEDIGM agreed as follows:

1. COMPASS and TELEDIGM agree that TELEDIGM shall be merged into COMPASS as a single corporation, upon the terms and conditions of this Plan, and that COMPASS shall continue under the laws of the State of Florida as the Surviving Corporation (the "Surviving Corporation"), and they further agree as follows:

a. The purposes, the registered agent, the address of the registered office, number of directors and stock of the Surviving Corporation shall be as appears in the articles of incorporation of COMPASS as on file with the office of the Secretary of State of Florida on the date of this Plan.

b. The bylaws of COMPASS in effect on the effective date shall be the bylaws of the Surviving Corporation until they shall be altered, amended or repealed or until new bylaws are adopted as provided in them.

c. The persons who constitute the board of directors of COMPASS on the effective date of the merger shall constitute the board of directors of the Surviving Corporation.

d. The persons who constitute the officers of COMPASS on the effective date of the merger shall constitute the officers of the Surviving Corporation.

2. The merger of TELEDIGM and COMPASS under Internal Revenue Code Section 368(a)(1)(A) shall become effective on December 31, 1996. The date on which the merger of TELEDIGM and COMPASS becomes effective is called in this instrument the "effective date" of the merger.

3. When this Plan shall have been approved, signed, acknowledged and filed, the Surviving Corporation shall possess all of the rights, privileges, power, authority and ownership of COMPASS and TELEDIGM.

4. On the effective date each 1 share of TELEDIGM common stock, \$1.00 par value issued and outstanding on the date hereof is hereby converted into and shall be exchanged for 1 share of COMPASS common stock, no par value.

5. As soon as practicable after the effective date, COMPASS shall issue and deliver, to the Shareholders of TELEDIGM, shares of COMPASS stock to which they shall have become entitled under this Plan.

6. COMPASS and TELEDIGM shall each take all appropriate corporate action to comply with the applicable laws of the State of Florida in connection with the contemplated merger.

7. This Plan is made pursuant to and shall be construed under the laws of the State of Florida. It shall inure to the benefit of and be binding upon COMPASS and TELEDIGM and their respective successors and assigns.

8. This Plan may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, COMPASS and TELEDIGM, acting through their duly authorized officers, representing all parties to this Plan, on this 23rd of December, 1996, have signed this Plan of Merger.

COMPASS DISTRIBUTION SERVICES, INC.

By: Vincent J. Fabrizzi
President, Vincent J. Fabrizzi

TELEDIGM COMMUNICATIONS, INC.

By: Daniel R. Furlong
President, Daniel R. Furlong

1201 HAYS STREET

800-342-8086

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TALAHASSEE, FL 32301-2604
904-222-0393



ACCOUNT NO. : 072100000032

REFERENCE : 200580 81011A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 24, 1996

ORDER TIME : 9:51 AM

ORDER NO. : 200580-005

CUSTOMER NO: 81011A

CUSTOMER: Victor W. Holcomb, Esq
Holcomb & Decort, P.a.
415 South Hyde Park Avenue

Tampa, FL 33606

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*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

NAME: COMPASS DISTRIBUTION
SERVICES, INC.

EFFECTIVE DATE: FILE FIRST

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
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 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

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96 DEC 24 PM 1:41
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96 DEC 24 AM 11:10
SECRETARY OF STATE
TALAHASSEE, FLORIDA
DIVISION OF CORPORATION

SH 12/24

COMPASS DISTRIBUTION SERVICES, INC.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

Pursuant to section 607.1006 of the Florida Business Corporation Act, Compass Distribution Services, Inc., a Florida corporation, adopts these Articles of Amendment:

FIRST: The name of the corporation is Compass Distribution Services, Inc.

SECOND: Article VI of the corporation's Articles of Incorporation is amended entirely to read as follows:

ARTICLE VI

Capital Stock

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is 25 shares of common stock having no par value. The corporation is not authorized to issue fractional shares of its common stock.

THIRD: The foregoing amendment to Article VI was adopted and approved by a majority of the holders of the common stock of the corporation on December 23, 1996, by written consent without a meeting. The holders of the common stock of the corporation constitute the only voting group entitled to vote on the foregoing amendment. The number of votes cast by a majority of the common stock of the corporation constitutes a sufficient number of votes to approve the amendment.

FOURTH: The foregoing amendment will become effective upon the filing of these Articles of Amendment with the Florida Department of State.

FIFTH: When the Articles of Amendment become effective, each issued and outstanding share of the corporation's common stock, no par value, will be reclassified into .0025 of a fully paid and nonassessable share of the common stock having no par value. Because the corporation is not authorized to issue fractional shares each holder of a fractional share will receive from the corporation the value of his interest in the corporation based on the higher of (a) the par value of the share or (b) the fair

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TALLAHASSEE, FLORIDA

value of the share as determined by the Board of Directors of the corporation.

EXECUTED: December 23, 1996

COMPASS DISTRIBUTION SERVICES,
INC.

By: Vincent J. Fabrizio
Vincent J. Fabrizio, President

ATTEST:

Adrian R. Linn
Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

23rd The foregoing instrument was acknowledged before me this
day of December, 1996 by Vincent J. Fabrizio, of
Compass Distribution, a Florida corporation, on behalf of
the corporation. He/she is personally known to me or has produced
as identification and did/did not take an
oath.

Gay M. McGowan
Notary Public

My Commission Expires:

GAY M. MCGOWAN
Notary Public, State of Florida
My comm. expires Dec 23, 1996
Comm. No. CC 244820