



L99000001576

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REFERENCE : 180678 4381472

AUTHORIZATION : Patricia Piquero

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ORDER DATE : March 24, 1999

ORDER TIME : 10:24 AM

ORDER NO. : 180678-005

CUSTOMER NO: 4381472

CUSTOMER: Douglas E. Starcher, Esq
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 24 PM 2:21

ARTICLES OF MERGER

IMPERIAL TELEPHONY, INC.

400002816824--9

INTO

IMPERIAL TELECOMMUNICATIONS
GROUP (PHILIPPINES), L.L.C.

L99-1576

| | |
|-----------------|--------|
| Name | JP 324 |
| Availability | JP 324 |
| Document | JP |
| Examining | JP |
| Updater | JP |
| Updater | JP |
| Verifier | JP |
| Acknowledgement | JP |
| W. P. Verifier | JP |

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith
EXAMINER'S INITIALS:

99 MAR 24 AM 11:22

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DIVISION OF CORPORATIONS
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ARTICLES OF MERGER
OF

Imperial Telephony, Inc. *997-67635*
(a Florida corporation)

WITH AND INTO

Imperial Telecommunications Group (Philippines), L.L.C. *99-1576*
(a Florida limited liability company)

Pursuant to the provisions of Sections 607.1108 and 607.1109 of the Florida Statutes, these Articles of Merger provide that:

1. Imperial Telephony, Inc., a Florida corporation ("Telephony"), shall be merged with and into Imperial Telecommunications Group (Philippines), L.L.C., a Florida limited liability company, ("Telecommunications"), which shall be the surviving corporation.

2. The merger shall become effective as of the date of filing of these Articles of Merger.

3. The terms and conditions of the proposed merger and the manner of converting the shares of Common Stock of Telephony are set forth in the Agreement and Plan of Merger dated effective as of March 15, 1999, pursuant to which Telephony shall be merged with and into Telecommunications (the "Merger"), which Plan of Merger is attached hereto as Exhibit "A" (the "Plan of Merger").

4. The Plan of Merger was adopted by the Managers of Telecommunications on March 19th, 1999 by written consent.

5. The Plan of Merger was adopted by the Board of Directors and Shareholders of Telephony on March 19th, 1999 by unanimous written consent.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Telecommunications and Telephony by the undersigned as of March 22nd, 1999.

IMPERIAL TELEPHONY, INC.
By: *William R. Maddux*
William R. Maddux, President

IMPERIAL TELECOMMUNICATIONS
GROUP (PHILIPPINES), L.L.C.
By: *William R. Maddux*
William R. Maddux, Manager

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

OF

**Imperial Telephony, Inc.
(a Florida corporation)**

WITH AND INTO

**Imperial Telecommunications Group (Philippines), L.L.C.
(a Florida limited liability company)**

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This Agreement and Plan of Merger is dated effective as of March 15, 1999 by and between Imperial Telephony, Inc., a Florida corporation ("Telephony"), and Imperial Telecommunications Group (Philippines), L.L.C., a Florida limited liability company ("Telecommunications").

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, the Florida Business Corporation Act, and the Florida Limited Liability Company Act, at the Effective Time (as defined below), Telephony shall be merged with and into Telecommunications (the "Merger"), the separate and corporate existence of Telephony shall cease, and Telecommunications (the "Surviving Entity") shall continue its existence pursuant to the laws of Florida under its present name. (Telephony and Telecommunications are collectively referred to as the "Constituent Entities.")

2. The Merger shall become effective as of the date of filing the Articles of Merger (the "Effective Time").

3. The Surviving Entity shall be managed by managers: William R. Maddux, Jr., whose business address is 5165 Isleworth Country Club Drive, Windermere, Florida 34786; Richard J. Sevilla, whose business address is 5404 Monterrey Club Court, Windermere, Florida 34786; Duane A. Gawron, whose business address is 5265 Isleworth Country Club Drive, Windermere, Florida 34786; and Wellington Yu Chiu, whose business address is 6480 Deacon Circle, Windermere, Florida 34786.

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

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

6. At the Effective Time, each share of common stock of Telephony shall be converted into Fifteen Dollars (\$15.00) cash.

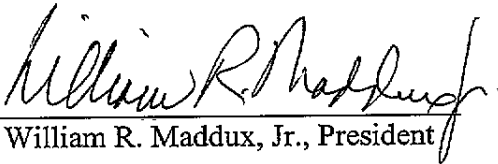
7. Each signatory to this Plan of Merger represents and warrants that he possesses all necessary capacity and authority to act for, sign, and bind the respective entity on whose behalf he is signing.

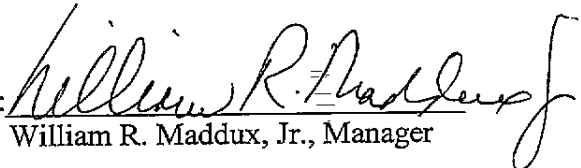
8. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the undersigned as of the date first above written.

IMPERIAL TELEPHONY, INC.

IMPERIAL TELECOMMUNICATIONS
GROUP (PHILIPPINES), L.L.C.

By: 
William R. Maddux, Jr., President

By: 
William R. Maddux, Jr., Manager

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DIVISION OF CORPORATIONS
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ARTICLES OF MERGER
Merger Sheet

MERGING:

IMPERIAL TELEPHONY, INC. A FLORIDA CORPORATION

into

IMPERIAL TELECOMMUNICATIONS GROUP (PHILIPPINES), L.L.C., a
Florida corporation L99000001576

File date: March 24, 1999

Corporate Specialist: Tammi Cline

Account number: 072100000032

Account charged: 87.50