

L 990000008889



ACCOUNT NO. : 072100000032
REFERENCE : 526429 150991A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : December 22, 1999

ORDER TIME : 1:35 PM

ORDER NO. : 526429-005

CUSTOMER NO: 150991A

CUSTOMER: Elsbeth T. Peshel, Esq
Gould Cooksey Fennell O'neill
979 Beachland Boulevard

Vero Beach, FL 32963

700003078497--2
-12/22/99--01087--010
*****78.00 *****78.00

700003078497--2
-12/22/99--01087--011
*****2.00 *****2.00

ARTICLES OF MERGER

FORCE COMMUNICATIONS &
CONSULTANTS, L.L.C.

INTO

FORCE COMMUNICATIONS &
CONSULTANTS, L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

EFFECTIVE DATE
1-1-2000

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
59 DEC 22 PM 2:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 22 AM 9:35

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741 8pgs

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1/1/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

FORCE COMMUNICATIONS & CONSULTANTS, L.L.C., a non-qualified
Kentucky LLC

INTO

FORCE COMMUNICATIONS & CONSULTANTS, L.L.C., a Florida entity,
L99000008889

File date: December 22, 1999, effective January 1, 2000

Corporate Specialist: Lee Rivers

ARTICLES OF MERGER

Pursuant to Florida Revised Statute Section 608.4382, the parties who are signatories to this Agreement wish to adopt a plan of merger. In support of such plan, the parties state the following:

ARTICLE I

Merging Party

The name, street address of its principal office, jurisdiction, and entity type of the merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Force Communications & Consultants, L.L.C. 11 Spiral Drive Florence, KY 41042	Kentucky	Limited Liability Company

EFFECTIVE DATE

1/1/2000

ARTICLE II

Surviving Entity

The name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Force Communications & Consultants, L.L.C. 1000 Olde Doubloon Drive Vero Beach, FL 32963	Florida	Limited Liability Company

Florida Document/Registration Number: L99000008889

FEI Number: 59-3613031

ARTICLE III

Approval

The attached Plan of Merger meets the requirements of Florida Revised Statute Section 608.438 and was approved by each domestic limited liability company that is a party to the merger in accordance with Florida Revised Statute Chapter 608.

The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of the applicable jurisdiction, Kentucky.

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CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV

Consent

The surviving entity has obtained the written consent of each Member that as a result of the merger is now a Member of the surviving entity pursuant to Florida Revised Statute **Section 608.4381(2)**.

ARTICLE V

Authorization

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Operating Agreement or articles of organization of any limited liability company that is a party to the merger.

ARTICLE VI

Effective Date

The merger shall become effective as of the 1st day of January, 2000.

ARTICLE VII

Compliance with Laws

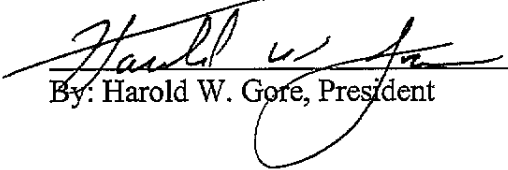
The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the parties hereunto set their hands to these Articles of Merger, to be effective as of the 1st day of January, 2000.

FORCE COMMUNICATIONS & CONSULTANTS, L.L.C.,
a Kentucky limited liability company, Merging Entity



JOHN E. LAUER, Member

GORE COMMUNICATIONS OF FLORIDA, INC., a Florida
corporation, Member

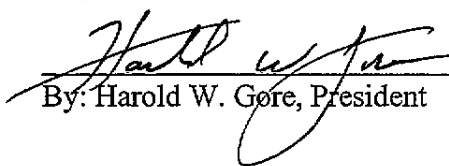

By: Harold W. Gore, President

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TALLAHASSEE FLORIDA

FORCE COMMUNICATIONS & CONSULTANTS, L.L.C.,
a Florida limited liability Company, Surviving Entity


JOHN E. LAUER, Member

GORE COMMUNICATIONS OF FLORIDA, INC, a Florida
corporation, Member

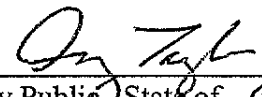

By: Harold W. Gore, President

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DEC 22 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF GEORGIA
COUNTY OF Cobb

Before me, the undersigned authority, personally appeared JOHN E. LAUER to me known to be the individual described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.


IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at said County and State aforesaid, this 17 day of December, 1999.


Notary Public State of GA at Large.
My commission expires:
Notary Public, Cobb County, Georgia
My Commission Expires Aug. 24, 2002

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me, the undersigned authority, personally appeared HAROLD W. GORE to me known to be the individual described in and who executed the foregoing Articles of Merger and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Vero Beach, said County and State aforesaid, this 16th day of December, 1999.


Notary Public. State of Florida at Large.
My commission expires:

 MARGARET S. McLAUGHLIN
COMMISSION # CC 555251
EXPIRES JUL 9, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

PLAN OF MERGER

Pursuant to Florida Revised Statute Section 608.438, the following plan of merger, which was adopted and approved by each party to the merger in accordance with Florida Revised Statute Section 608.4381, is being submitted by the parties who are signatories to this document.

1. The parties to this Merger are as follows:

Merging Party: Force Communications & Consultants, L.L.C., a Kentucky limited liability company, whose principal office is located at 111 Spiral Drive, Florence, KY 41042.

Surviving Party: Force Communications & Consultants, L.L.C., a Florida limited liability company, whose principal office is located at 1000 Olde Doubloon Drive, Vero Beach, FL 32963.

2. The terms and conditions of the merger are as follows:

Each Member of Force Communications & Consultants, L.L.C., a Kentucky limited liability company is also a Member of Force Communications & Consultants, L.L.C., a Florida limited liability company. All property owned by Force Communications & Consultants, L.L.C., a Kentucky limited liability company shall be transferred to Force Communications & Consultants, L.L.C., a Florida limited liability company. The rights and liabilities of the Members of Force Communications & Consultants, L.L.C., a Kentucky limited liability company are the same rights and liabilities of the Members of Force Communications & Consultants, L.L.C., a Florida limited liability company.

3. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each member of Force Communications & Consultants, L.L.C., a Kentucky limited liability company shall be a member of Force Communications & Consultants, L.L.C., a Florida limited liability company. Each unit of Force Communications & Consultants, L.L.C., a Kentucky limited liability company, shall be transferred and exchanged for an equal unit in Force Communications & Consultants, L.L.C., a Florida limited liability company. All property of Force Communications & Consultants, L.L.C., a Kentucky limited liability company shall be transferred to Force Communications & Consultants, L.L.C., a Florida limited liability company. Each member of Force Communications & Consultants, L.L.C., a Florida limited liability company shall have the same rights, obligations and ownership shares as that member had in Force Communications & Consultants, L.L.C., a Kentucky limited liability company.

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TALLAHASSEE, FLORIDA

4. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Neither Force Communications & Consultants, L.L.C., a Kentucky limited liability company, nor Force Communications & Consultants, L.L.C., a Florida limited liability company, has any rights to acquire shares or obligations other than existing units. Thus, there will be no rights to acquire in either L.L.C. and this paragraph is inapplicable.


5. If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Gore Communications, Inc., a Florida Corporation, 1000 Olde Doubloon Drive, Vero Beach, FL 32963; and

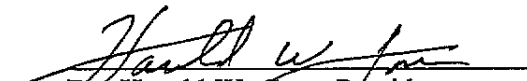
John E. Lauer, 3489 Ridgewood Road, Atlanta, GA 30327

6. All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: no additional statements are required under the laws of the jurisdiction of Kentucky. Further, no additional statements are required in order to complete this merger.

FORCE COMMUNICATIONS & CONSULTANTS, L.L.C.,
a Kentucky limited liability company, Merging


JOHN E. LAUER, Member

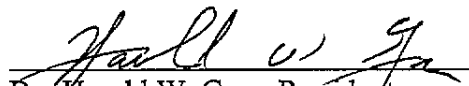
GOE COMMUNICATIONS OF FLORIDA, INC., a Florida
corporation, Member


By: Harold W. Gore, President

FORCE COMMUNICATIONS & CONSULTANTS, L.L.C.,
a Florida limited liability Company, Surviving Entity


JOHN E. LAUER, Member

GOE COMMUNICATIONS OF FLORIDA, INC., a Florida
corporation, Member


By: Harold W. Gore, President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF GEORGIA
COUNTY OF Cobb

Before me, the undersigned authority, personally appeared JOHN E. LAUER to me known to be the individual described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at said County and State aforesaid, this 17 day of December, 1999.

Ang Taylor
Notary Public, State of GA at Large.
My commission expires:

*Notary Public, Cobb County, Georgia
My Commission Expires Aug. 24, 2002*

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me, the undersigned authority, personally appeared HAROLD W. GORE to me known to be the individual described in and who executed the foregoing Articles of Merger and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Vero Beach, said County and State aforesaid, this 16th day of December, 1999.

Margaret S. McLaughlin
Notary Public, State of Florida at Large.
My commission expires:

NOTARY PUBLIC
STATE OF FLORIDA
MARGARET S. McLAUGHLIN
COMMISSION # CC 555981
EXPIRES JUL 9, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA