

**MO100002250****Florida Department of State**

Division of Corporations

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Account Number : I20000000088  
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**wo1-23284****MERGER OR SHARE EXCHANGE****INTERNATIONAL GATEWAY EXCHANGE LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$96.25

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INTERNATIONAL GATEWAY EXCHANGE, INC. A FLORIDA ENTITY.

INTO

INTERNATIONAL GATEWAY EXCHANGE LLC, a Delaware entity,  
M01000002250

File date: October 8, 2001

Corporate Specialist: Agnes Lunt

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TALLAHASSEE, FLORIDA  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 8, 2001

NATIONAL CORPORATE RESEARCH LTD.

SUBJECT: INTERNATIONAL GATEWAY EXCHANGE LLC  
REF: W01000023284

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## CERTIFICATE OF MERGER

OF

INTERNATIONAL GATEWAY EXCHANGE, INC.

AND 901-16123

INTERNATIONAL GATEWAY EXCHANGE LLC

901-2250

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Under Sections 607.1103 and 607.1108 of the Florida Business Corporation Act and Section 18-209 of the Delaware Limited Liability Company Act.

1. The constituent business entities participating in the merger herein certified are:

(a) International Gateway Exchange, Inc., a corporation which is incorporated under the laws of the State of Florida; and

(b) International Gateway Exchange LLC, a limited liability company which is organized under the laws of the State of Delaware.

2. The Agreement and Plan of Merger set forth in Exhibit A hereto has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent business entities in accordance with the provisions of Sections 607.1103 and 607.1108 of the Florida Business Corporation Act and subsection (b) of Section 18-209 of the Delaware Limited Liability Company Act.

3. The name of the surviving limited liability company in the merger herein certified is International Gateway Exchange LLC with its principal office at 7543 Commerce Center Drive, Orlando, FL 32819. A copy of the Agreement and Plan of Merger is available at the office of International Gateway Exchange LLC.

4. The merger is effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

5. International Gateway Exchange LLC is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in any proceeding to enforce any obligation or the rights of any dissenting shareholder of International Gateway Exchange, Inc. International Gateway Exchange LLC agrees to promptly pay to any dissenting shareholder of International Gateway Exchange, Inc. the amount, if any, to which such shareholder may be entitled under Section 607.1302 of the Florida Business Corporation Act.

6. A copy of the Agreement and Plan of Merger will be furnished by International Gateway Exchange LLC on request and without cost to any shareholder of International Gateway Exchange, Inc.

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IN WITNESS WHEREOF, this certificate has been subscribed as of the 8<sup>th</sup> day of September, 2001 by the undersigned, who affirms under penalties of perjury, that the instrument is the act and deed of the corporation and the limited liability company, and that the facts stated herein are true.

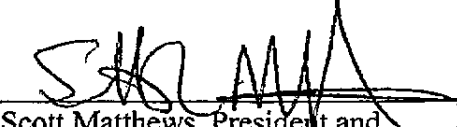
INTERNATIONAL GATEWAY EXCHANGE, INC.

By:

  
Scott Matthews, President and  
Chief Executive Officer

INTERNATIONAL GATEWAY EXCHANGE LLC

By:

  
Scott Matthews, President and  
Chief Executive Officer

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EXHIBIT A

**AGREEMENT AND PLAN OF MERGER  
OF  
INTERNATIONAL GATEWAY EXCHANGE, INC.  
AND  
INTERNATIONAL GATEWAY EXCHANGE LLC**

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TALLAHASSEE, FLORIDA  
01 OCT 2001

AGREEMENT AND PLAN OF MERGER, approved on September 8, 2001 pursuant to Sections 607.1103 and 607.1108 of the Florida Business Corporation Act by International Gateway Exchange, Inc., a business corporation of the State of Florida ("Gateway Corporation"), and by resolution adopted by its Board of Directors on said date, and approved on September 8, 2001 pursuant to Section 18-209 of the Delaware Limited Liability Company Act by International Gateway Exchange LLC, a limited liability company of the State of Delaware ("Gateway LLC"), and in accordance with its Operating Agreement on said date.

WHEREAS, Gateway Corporation and Gateway LLC and the Board of Directors of Gateway Corporation and the Members of Gateway LLC declare it advisable and to the advantage, welfare, and best interests of said corporation and said limited liability company and their respective stockholders and members to merge Gateway Corporation with and into Gateway LLC pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Delaware Limited Liability Company Act upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of Gateway Corporation and duly approved by the Members of Gateway LLC, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in the Agreement set forth.

1. Gateway Corporation and Gateway LLC shall, pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Delaware Limited Liability Company Act, be merged with and into a limited liability company, to wit, Gateway LLC, which shall be the surviving company from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving company," and which shall continue to exist as said surviving company pursuant to the provisions of the Delaware Limited Liability Company Act.

The separate existence of Gateway Corporation, which is hereinafter sometimes referred to as the "terminating corporation," shall cease at the said effective time in accordance with the provisions of said Florida Business Corporation Act and pursuant to the provisions of the Delaware Limited Liability Company Act.

2. The Operating Agreement of the surviving company, as now in force and effect, shall continue to be the Operating Agreement of said surviving company and said

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Operating Agreement shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware Limited Liability Company Act.

3. The issued capital stock of the terminating corporation shall, at the effective time of the merger, be converted into a share of the limited liability company interests in the surviving company. Each shareholder of the terminating corporation shall, at the effective time of the merger, become a Member of the surviving company and shall receive a limited liability company interest in the surviving company equal to the pro rata portion of the authorized capital stock of the terminating corporation and its affiliates owned by such shareholder immediately prior to the effective time of the merger. All issued warrants, options and other rights to purchase capital stock of the terminating corporation shall terminate at the effective time of the merger.

4. In the event that this Agreement and Plan of Merger shall have been fully adopted upon behalf of the terminating corporation and of the surviving company in accordance with the provisions of the Florida Business Corporation Act and in accordance with the provisions of the Delaware Limited Liability Company Act, the said terminating corporation and the said surviving company agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and the State of Florida, and that they will cause to be performed all necessary acts within the State of Delaware, the State of Florida and elsewhere to effectuate the merger herein provided for.

5. The Board of Directors and the proper officers of the terminating corporation and the Board of Managers and the proper officers of the surviving company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

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The Management of the Limited Liability Company is as follows:

Philip Colasuonno, 7543 Commerce Center, Dr., Orlando, Fl 32819  
Scott Matthews, 7543 Commerce Center, Dr., Orlando, Fl 32819  
Carmine Rossillo, 7543 Commerce Center, Dr., Orlando, Fl 32819

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

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby signed on behalf of each of the parties thereto.

Dated: \_\_\_\_\_, 2001

INTERNATIONAL GATEWAY EXCHANGE LLC

By: \_\_\_\_\_

Scott Matthews  
President and Chief Executive Officer

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TALLAHASSEE, FLORIDA  
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Dated: \_\_\_\_\_, 2001

INTERNATIONAL GATEWAY EXCHANGE LLC

By: \_\_\_\_\_

Scott Matthews  
President and Chief Executive Officer

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