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MERGER OR SHARE EXCHANGE

FLORIDA INTRANET GROUP, INC.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

merger

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ARTICLES OF MERGER
Merger Sheet

MERGING:

BBC ACQUISITION CORP., a FL corp. P99000078956

INTO

FLORIDA INTRANET GROUP, INC., a Florida entity, M26541

File date: September 3, 1999

Corporate Specialist: Susan Payne

**ARTICLES OF MERGER
OF
BBC ACQUISITION CORP.
INTO
FLORIDA INTRANET GROUP, INC.**

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The undersigned hereby files these Articles of Merger pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act.

ARTICLE I

BBC ACQUISITION CORP. and FLORIDA INTRANET GROUP, INC. are the corporations which are parties to the merger. The surviving corporation is FLORIDA INTRANET GROUP, INC.

ARTICLE II

The Plan of Merger adopted by the shareholders and the Board of Directors of BBC ACQUISITION CORP. and FLORIDA INTRANET GROUP, INC. is attached hereto as Exhibit "A".

ARTICLE III

The Plan of Merger was adopted by the shareholders of BBC ACQUISITION CORP. on September 2, 1999 and by the shareholders of FLORIDA INTRANET GROUP, INC. on September 2, 1999.

ARTICLE IV

The merger shall be effective upon the filing of these Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, each party has caused these Articles of Merger to be executed by its duly authorized officer as of this 2 day of September, 1999.

FLORIDA INTRANET GROUP, INC.

By: 

Roger Dominguez, President

BBC ACQUISITION CORP.

By: 

Fred C. Young, Chairman

Carlos J. Deupi
Akerman, Senterfitt & Eidson
One Southeast Third Avenue,
28th Floor
Miami, FL 33131-1704
305-374-5600

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EXHIBIT "A"

PLAN OF MERGER

THIS PLAN OF MERGER is dated September 3, 1999, by and between FLORIDA INTRANET GROUP, INC., a Florida corporation (hereinafter sometimes called the "Company"), and BBC ACQUISITION CORP., a Florida corporation (hereinafter sometimes called "Acquisition"; the Company and Acquisition being hereinafter sometimes called the "Constituent Corporations").

WITNESSETH:

WHEREAS, the authorized capital stock of the Company consists of 1,000 shares of common stock, \$1.00 par value (the "Company Common Stock"), 1,000 shares of which are issued and outstanding and no shares of which are held in the treasury of the Company; and

WHEREAS, the authorized capital stock of Acquisition consists of 500 shares of common stock, par value \$.01 per share (the "Acquisition Common Stock"), 100 shares of which are issued and outstanding on the date hereof and no shares of which are held in the treasury of Acquisition; and

WHEREAS, the Constituent Corporations and Black Box Corporation, a Delaware corporation ("Black Box" or "Parent"), are parties to a Merger Agreement dated as of the date hereof (the "Agreement"), providing for, among other things, the execution and acknowledgment of this Plan of Merger and for the merger of Acquisition with and into the Company, with the Company as the surviving corporation (the "Merger"), upon the terms set forth in the Agreement and this Plan of Merger; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem the Merger to be desirable and in the best interests of each of the Constituent Corporations and their respective shareholders and have unanimously approved the Agreement, the Merger and this Plan of Merger by resolutions duly adopted and have directed that the Plan of Merger be submitted to a vote of their respective shareholders entitled to vote thereon for consideration and action with respect thereto; and

WHEREAS, the respective shareholders of the Constituent Corporations have unanimously approved the Agreement, the Merger and this Plan of Merger by resolutions duly adopted;

NOW, THEREFORE, for and in consideration of the premises and of the mutual promises, stipulations, agreements, covenants and conditions herein contained, and for the purpose of stating the terms and conditions of the Merger, the mode of carrying the same into effect, the manner of converting the shares of Company Common Stock issued and outstanding immediately prior to the Effective Time (as hereafter defined) of the Merger into Black Box Common Stock (as hereinafter defined), and the manner of converting the shares of Acquisition Common Stock issued and

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outstanding immediately prior to the Effective Time into shares of Company Common Stock, and such other details and provisions as are deemed desirable and in accordance with the applicable provisions of the Florida Business Corporation Act, the parties hereto agree as follows, intending to be legally bound hereby:

1. MERGER

At the Effective Time on the Effective Date of the Merger (each as hereinafter defined), Acquisition shall be merged with and into the Company, with the Company (hereinafter sometimes called the "Surviving Corporation") as the surviving corporation of the Merger. Subject to and consistent with the terms and conditions herein provided, a Articles of Merger prepared in accordance with this Plan of Merger and in accordance with the provisions of the Florida Business Corporation Act shall be executed and filed with the Secretary of State of the State of Florida on the Effective Date. Following the Effective Time of the Merger, the corporate existence of the Company shall continue unaffected and unimpaired, and as the Surviving Corporation of the Merger, the Company shall continue to be a corporation governed by the laws of the State of Florida.

The Merger shall become effective at the time (the "Effective Time") and on the date (the "Effective Date") that the Articles of Merger shall have been filed with the Secretary of State of the State of Florida.

2. ARTICLES OF INCORPORATION

The articles of incorporation of the Company shall be and remain the articles of incorporation of the Surviving Corporation until amended in accordance with applicable law.

3. BYLAWS

At the Effective Time, the bylaws of the Company shall be amended and restated in their entirety so that the code of regulations of Acquisition shall be and become the Amended and Restated Bylaws of the Surviving Corporation until amended in accordance with applicable law.

4. BOARD OF DIRECTORS AND OFFICERS

The directors of the Surviving Corporation from and after the Effective Time, and until the earlier of their respective death, resignation or removal or until their respective successors are duly elected and qualified, as the case may be, shall be Fred C. Young, Anna M. Baird, and Roger Dominguez. The officers of the Surviving Corporation from and after the Effective Time, and until the earlier of their respective death, resignation or removal or until their respective successors are duly elected and qualified, as the case may be, shall be: Fred C. Young, Chief Executive Officer; Roger Dominguez, President; German Dominguez, Vice President, and Anna M. Baird, Secretary and Treasurer.

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5. MANNER OF CONVERTING AND EXCHANGING SHARES

5.1 Each share of Company Common Stock issued and outstanding (the total of which shall not exceed 1,000 shares) on the Effective Date (including shares subject to restrictions as to transfer or otherwise, but excluding Company Common Stock held in the treasury of Company) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into a cash payment of \$5,000 (the "Merger Consideration"). The Merger Consideration shall be payable at the Closing and upon surrender of the certificates for the Company Common Stock.

5.2 Each share of Acquisition Common Stock issued and outstanding on the Effective Date of the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and exchanged for one share of Company Common Stock of the par value of \$.01 per share, duly and validly issued and fully paid and non-assessable.

6. SURRENDER OF CERTIFICATES

6.1 From and after the Effective Time, each holder of certificates representing shares of Company Common Stock converted by virtue of the Merger into the right to receive the Merger Consideration, upon surrender of such certificates to Black Box (the "Exchange Agent"), shall be entitled forthwith to receive in exchange therefor the Merger Consideration to which such holder is entitled pursuant to the terms of this Plan of Merger.

6.2 From and after the Effective Time, each certificate which, prior to the Effective Time, represented outstanding Company Common Stock, shall evidence only the right to receive the Merger Consideration on the basis set forth in Article 5 hereof. The aforesaid conversion shall be complete and effective at the Effective Time without regard to the date or dates upon which outstanding certificates of Company Common Stock are surrendered for such Merger Consideration.

7. RIGHTS AND OBLIGATIONS

At the Effective Time of the Merger, the separate existence of Acquisition shall cease and in accordance with the terms of the Agreement and this Plan of Merger, the Company shall possess and be vested with all of the rights, privileges, franchises, immunities and powers and all property (real, personal or mixed) of Acquisition, debts due to Acquisition, choses in action and all other things belonging to Acquisition, and the Company shall be subject to all of the restrictions, liabilities, disabilities and duties of Acquisition.

The identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of the Company shall continue unaffected and unimpaired by the Merger.

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8. MULTIPLE COUNTERPARTS; TITLES

For the convenience of the parties hereto and to facilitate the required filing of documents, any number of counterparts of this Plan of Merger may be executed, and each such counterpart shall be deemed to be an original instrument.

The titles of the Articles of this Plan of Merger are inserted for convenience of reference and shall not affect the meaning of the terms hereof.

9. ABANDONMENT OF MERGER

Notwithstanding the approval of this Plan of Merger by the shareholders of either or both of the Constituent Corporations, this Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date of the Merger in the manner and upon the conditions set forth in the Agreement.

10. TERMINATION OF MERGER BY EXPIRATION OF TIME

In the event that the Effective Date of the Merger does not occur on or before September 30, 1999, this Plan of Merger shall terminate without any action on the part of either of the parties hereto.

11. AMENDMENTS

Prior to the Effective Time, the Boards of Directors of the Constituent Corporations may amend this Plan of Merger, except that any amendment made subsequent to the adoption of the Plan by the shareholders of any Constituent Corporation shall not change:

11.1 The amount or kind of shares, obligations, cash, property or rights to be received in exchange for or on conversion of all or any of the shares of the Constituent Corporation;

11.2 Any term of the Articles of Incorporation of the Surviving Corporation to be effected by the Merger; or

11.3 Any of the terms and conditions of this Plan of Merger if the change would adversely affect the holders of any shares of the Constituent Corporations.

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IN WITNESS WHEREOF, each of the Constituent Corporations has caused this PLAN OF MERGER to be signed by a duly authorized officer in accordance with the Florida Business Corporation Act and attested by the signature of its Secretary or an Assistant Secretary, all as of the day and year first above written.

ATTEST:

FLORIDA INTRANET GROUP, INC.

_____, Secretary

By: _____

Name: _____

Title: _____

ATTEST:

BBC ACQUISITION CORP.

_____, Secretary

By: _____

Name: _____

Title: _____