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ARTICLES OF MERGER Merger Sheet

MERGING:

SOUTH FLORIDA PUBLIC TELECOMMUNICATIONS, INC., a Florida corporation 738267

INTO

BARRY TELECOMMUNICATIONS, INC., a Florida corporation, N97000000521

File date: August 15, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER

OF

STANGIS PH 4. 11 SOUTH FLORIDA PUBLIC TELECOMMUNICATIONS, INC (a Florida not for profit corporation)

AND

BARRY TELECOMMUNICATIONS, INC. (a Florida not for profit corporation)

Pursuant to the provisions of Section 617.1105, Florida Statutes, these Articles of Merger provide that:

- 1. South Florida Public Telecommunications, Inc., a Florida not for profit corporation (the "Company"), shall be merged with and into Barry Telecommunications, Inc., a Florida not for profit corporation ("BarryTel"). As a result of the merger (the "Merger"), the separate corporate existence of the Company shall cease and BarryTel shall continue as the surviving corporation of the Merger (the "Surviving Corporation"). The name of the Surviving Corporation shall be Barry Telecommunications, Inc.
- 2. The Merger shall become effective as of the day on which these Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").
- 3. The Articles of Incorporation of BarryTel, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.
- 4. The Merger Agreement dated as of January 24, 1997, among BarryTel, Barry University, Inc., a Florida not for profit corporation, and the Company, pursuant to which the Company shall be merged with and into BarryTel, was adopted by Barry University, the sole voting member of BarryTel, by written consent dated January 24, 1997, and executed in accordance with Section 617.0701, Florida Statutes.
- 5. The Merger Agreement was adopted by a unanimous vote of the eight members of twelve member Board of Trustees of the Company in attendance at a meeting of the Board of Trustees held on January 24, 1997. No members of the Company were entitled to vote on the Merger Agreement.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Company and BarryTel by their authorized officers as of August _/4_, 1997.

SOUTH FLORIDA PUBLIC TELECOMMUNICATIONS, INC.

By:

Mary Souder, President

BARRY TELECOMMUNICATIONS, INC.

Rv/

Sister Jeanne Q'Laughlin, President

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF Pun Brack

The foregoing instrument was acknowledged before me this 14 day of August, 1997, by Mary Souder, as President of South Florida Public Telecommunications, Inc., a Florida not for profit corporation, on behalf of the corporation. She is personally known to me or has produced as identification and did take an oath.

NOTARY PUBLIC:

Sign Patricia L. Hellyer

Print Patricia L. Hellyer

State of Florida at Large (Seal) My Commission Expires: Oct. 23, 2000

> garamanamanamanamanamu... Patricia L. Hellyer Notary Public, State of Florida Commission No. CC 590385 My Commission Exp. 10/23/2000 1-800-3-NOTARY - Fla. Notary Service & Bonding Co. \

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this /4 day of August, 1997, by Sister Jeanne O'Laughlin, as President of Barry Telecommunications, Inc., a Florida not for profit corporation, on behalf of the corporation. She is personally known to me or has produced as identification and did take an oath.

NOTARY PUBLIC:

Sign Streft Bereto Sterle

Print CHERYL BAIDA GERBER

State of Florida at Large (Seal)
My Commission Expires: May 8,1998

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CHERYL SAIDA GERBER My Commission CC370832 Expires May, 08, 1998 Bondad by HAI 800-422-1555