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P000000022390

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

SuperTel Network Inc.

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with The Florida Business Corporation Act, pursuant to section 607.1105 of the Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
SuperTel Network Inc.	Florida	P00000022390

SECOND: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MMN MergerSub, Inc.	Florida	P07000075854

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

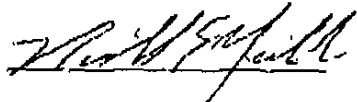
FIFTH: The Plan of Merger was adopted by the board of directors of SuperTel Network Inc., the surviving corporation, on August 28, 2007, and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the board of directors of MMN MergerSub, Inc., the merging corporation, on August 28, 2007, and shareholder approval was not required.

SEVENTH: SIGNATURES FOR EACH CORPORATION:

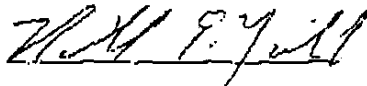
<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual and Title</u>
----------------------------	--------------------------------------------	------------------------------------------------------

SuperTel Network Inc.



Richard E. Nichols

MMN MergerSub, Inc.



Richard E. Nichols

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PLAN OF MERGER**MMN MERGERSUB, INC. WITH AND
INTO SUPERTEL NETWORK INC.**

The following Plan of Merger is submitted in compliance with The Florida Business Corporation Act, Section 607.1104, Florida Statutes;

FIRST: The exact name and jurisdiction of the parent corporation owning at least eighty percent (80%) of the outstanding shares of each class of the subsidiary corporations:

<u>Name</u>	<u>Jurisdiction</u>
MMN Enterprises, Inc.	Florida

SECOND: The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
MMN MergerSub, Inc.	Florida
SuperTel Network Inc.	Florida

THIRD: The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property as follows:

MMN MergerSub, Inc., a Florida corporation (the "Merging Party") shall be merged with and into SuperTel Network Inc., a Florida corporation (the "Surviving Party") which shall be the surviving entity at the effective date of the merger and which shall continue to exist as a corporation under the laws of the State of Florida. The Surviving Party shall succeed to all rights, assets, liabilities and obligations of the Merging Party, and the separate existence of the Merging Party shall cease at the effective date of the merger. The Articles of Incorporation of the Surviving Party at the effective date of the merger shall be the Articles of Incorporation of the Surviving Party.

FOURTH: Shareholders of the subsidiary corporations who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of Chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

FIFTH: At the effective date of the merger, by virtue of the merger and without any action on the part of the shareholders of the Surviving Party and the Merging Party, each shareholder of the Merging Party other than MMN Enterprises, Inc., a Florida corporation and the owner of more than eighty percent (80%) of the shares of both the Merging Party and the Surviving Party

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(the "Parent Corporation"), shall receive a payment equal to the product of Two Dollars (\$2.00) multiplied by the number of shares held by such shareholder in the Merging Party prior to the Merger. The Parent Corporation shall then become the sole shareholder of the Surviving Party.

SIXTH: The effective date of this merger shall be on November 7, 2007.

The undersigned have executed this Agreement and Plan of Merger as of the 13th day of September, 2007.

SUPERTEL NETWORK INC., a Florida
corporation

By: [Signature]
Name: Richard E. Nichols
Title: President

MMN MERGERSUB, INC., a Florida
corporation

By: [Signature]
Name: Richard E. Nichols
Title: President

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