

APR-12-2000 11:57

FROM-AKERMANTENTERFITT

854-759-8911

T-574 P.001/007 F-601

P00000035659

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000016521 7)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)

Account Number : I19980000010

Phone : (954) 463-2700

Fax Number : (954) 463-2224

RECEIVED

00 APR 12 PM 1:24

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

FENIX HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 APR 12 PM 4:39

FILED

Merger

---

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

FENIX COMMUNICATIONS, INC., a Wisconsin corporation not qualified to  
transact business in the State of Florida

INTO

**FENIX HOLDINGS, INC.**, a Florida entity, P00000035659

File date: April 12, 2000

Corporate Specialist: Darlene Connell

## ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

FENIX HOLDINGS, INC.

FLORIDA

**Second:** The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

FENIX COMMUNICATIONS, INC.

WISCONSIN

FILED  
00 APR 12 PM 4:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Third:** The Plan of Merger is attached. (see Exhibit "A").

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

OR

(Under a specific date. NO F.E. An effective date cannot be prior to the date of filing of these Articles of Merger and must be no more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on April 12, 2000.

~~The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.~~

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on April 12, 2000.

~~The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.~~

Prepared by:

Donn A. Beloff, Esq.

350 E. Las Olas Blvd., #1600 (Attach additional sheets if necessary)

Ft. Lauderdale, FL 33301

(954) 463-2700

Florida Bar No.: 222429

TT-008 - C T System Online

H00000016521 7



H00000016521 7

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
FENIX HOLDINGS, INC.	FLORIDA

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
FENIX COMMUNICATIONS, INC.	WISCONSIN

Third: The terms and conditions of the merger are as follows:

SEE ATTACHED EXHIBIT "A"

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

SHARES OF THE NON-SURVIVING CORPORATION SHALL BE CONVERTED INTO SHARES OF THE SURVIVING CORPORATION EFFECTIVE IMMEDIATELY UPON COMPLETION OF THE MERGER AND ON A ONE - TO - ONE SHARE BASIS.

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

H00000016521 7

H00000016521 7

**Exhibit A****PLAN OF MERGER**

This Plan of Merger (this "Plan") has been adopted as of the 11th day of April, 2000 by the sole shareholder of each of Fenix Communications, Inc., a Wisconsin corporation ("Fenix Communications") and Fenix Holdings, Inc., a Florida corporation ("Fenix Holdings").

**RECITALS**

The sole shareholder of each of Fenix Communications and Fenix Holdings has determined that it is advisable and in the best interests of each corporation that Fenix Communications be merged (the "Merger") with and into Fenix Holdings on the terms and subject to the conditions set forth herein. The sole shareholder of each of Fenix Communications and Fenix Holdings has approved the Merger in accordance with the Florida Business Corporation Act and the Wisconsin Business Corporation Law.

**ARTICLE I****The Merger**

At the Effective Time (as defined in Article V hereof), Fenix Communications shall be merged with and into Fenix Holdings in accordance with the Florida Business Corporation Act and the Wisconsin Business Corporation Law, and the separate existence of Fenix Communications shall cease and Fenix Holdings shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

**ARTICLE II****The Surviving Corporation**

- a. At the Effective Time, the Articles of Incorporation of Fenix Holdings as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.
- b. At the Effective Time, the Bylaws of Fenix Holdings, as in effect immediately prior to the Effective time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.
- c. At the Effective Time, the officers and directors of Fenix Holdings, Inc. shall be the officers and directors of the Surviving Corporation until their successors are elected and qualified.

H00000016521 7

### **ARTICLE III**

#### **Manner and Basis of Converting Shares**

At the Effective Time, each share of common stock, with \$1.00 par value, of Fenix Communications, which shall be issued and outstanding, shall by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive one share of the common stock, with a par value of One Cent (\$0.01) per share, of the Surviving Corporation upon surrender of any certificate therefor.

### **ARTICLE IV**

#### **Effect of Merger**

At the Effective Time, all property, rights, privileges, powers and franchises of Fenix Communications shall vest in the Surviving Corporation, and all liabilities and obligations of Fenix Communications shall become liabilities and obligations of the Surviving Corporation.

### **ARTICLE V**

#### **Effective Time**

As used in this Agreement, the term "Effective Time" shall mean the later to occur of: (a) the filing of the Articles of Incorporation with the Secretary of State of Florida; or (b) the filing of the Certificate of Merger with the Wisconsin Department of Financial Institution.

### **ARTICLE VI**

#### **Amendment, Modification, and Termination**

The Board of Directors of either Fenix Communications or Fenix Holdings may amend, terminate and/or abandon the Merger at any time prior to the Effective Time.

H00000016521 7