

CT CORPORATION SYSTEM
P000000054979

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MAR 30 PM 4:31
TALLAHASSEE, FLORIDA

WWC Acquisition, Inc. Merged Into: Wireless WebConnect!, Inc.

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Morgan

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04/02/01 01083-006
*****78.75 *****78.75

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS

<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____ 3/30/01
Availability 4/2/01
Document _____
Examiner ASR
Updater ASR
Verifier _____
W.P. Verifier _____

Order#: 397143

Ref#: _____

Amount: \$ _____

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 30 PM 3:43
NOT ATTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

MERGING:

WWC ACQUISITION, INC., a Florida corporation P00000081790

INTO

WIRELESS WEBCONNECT!, INC., a Florida entity, P00000054979

File date: March 30, 2001

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

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 Wireless WebConnect!, Inc., a Florida corporation (the "Company").

Second: The name and jurisdiction of the merging corporation is WWC Acquisition, Inc., a Florida corporation (the "Merger Sub").

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.

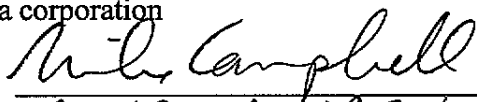
Fifth: The Plan of Merger was adopted by the shareholders of Company, the surviving corporation, on February 9, 2001.

Sixth: The Plan of Merger was adopted by the board of directors of Merger Sub, the merging corporation, on February 9, 2001 and shareholder approval was not required.


FILED
01 MAR 30 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated effective as of March 15, 2001:

WIRELESS WEBCONNECT!, INC., a
Florida corporation

By: 
Name: MIKE CAMPBELL
Title: SUP ADMINISTRATION

WWC ACQUISITION, INC., a Florida
corporation

By: 
Name: John J. McDonald
Title: President

PLAN OF MERGER
(Non subsidiaries)

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 WirelessWebConnect!, Inc., a Florida corporation (the "Company").

Second: The name and jurisdiction of the merging corporation is WWC Acquisition, Inc., a Florida corporation (the "Merger Sub").

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

At the Effective Time of the Merger (i) Merger Sub shall be merged with and into the Company and the separate existence of Merger Sub shall cease; (ii) the Company, as the surviving corporation in the Merger (the "*Surviving Corporation*"), (A) shall be a wholly-owned subsidiary of Intellicall, Inc., a Delaware corporation (the "Parent"), (B) shall continue its corporate existence under the laws of the State of Florida, and (C) shall succeed to all rights, assets, liabilities and obligations of Merger Sub and the Company in accordance with the FBCA; (iii) the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall remain the articles of incorporation of the Surviving Corporation; (iv) the bylaws of the Company, as in effect immediately prior to the Effective Time, shall remain the bylaws of the Surviving Corporation; (v) the directors of the Merger Sub immediately prior to the Effective Time shall be the directors of the Surviving Corporation, each to hold office in accordance with the articles of incorporation and bylaws of the Surviving Corporation, and (vi) the officers of the Merger Sub immediately prior to the Effective Time shall be the officers of the Surviving Corporation, each to hold office in accordance with the bylaws of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified. From and after the Effective Time, the Merger shall have all the effects provided by applicable law.

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 corporation or any other corporation or, in whole or in part, into cash or other property are as follows:

(a) At the Effective Time, each share of Company Common Stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the number of shares of Parent Common Stock equal to the product of the number of shares of Company Common Stock held by a Shareholder multiplied by 2,180.314 (the

"Exchange Ratio"). Set forth across from the name of each Shareholder on Exhibit A, is the number of shares of Company Common Stock owned by each Shareholder immediately before the Merger and the number of shares of Parent Common Stock to be owned immediately after the Merger.

(b) At the Effective Time, each share of Company Common Stock held in the treasury of the Company and each share of Company Common Stock owned by Parent or any direct or indirect wholly-owned subsidiary of the Company or Parent immediately prior to the Effective Time, shall by virtue of the Merger and without any action on the part of the holder thereof, be automatically canceled and retired and cease to exist, and no cash, securities or other property shall be payable in respect thereof.

(c) At the Effective Time, each share of Merger Sub common stock, par value \$.01 per share ("*Merger Sub Common Stock*"), validly issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action by the holder thereof, be converted into one validly issued, fully paid and nonassessable share of Common Stock, par value \$.01 per share, of the Surviving Corporation ("*Surviving Corporation Common Stock*").

Notwithstanding the foregoing, if between the date of this Agreement and the Effective Time, the outstanding shares of Parent Common Stock or Company Common Stock shall have been changed into a different number of shares or a different class, by reason of any stock dividend, subdivision, reclassification, recapitalization, split, combination or exchange of shares, the Exchange Ratio shall be correspondingly adjusted to reflect such stock dividend, subdivision, reclassification, recapitalization, split, combination or exchange of shares.

EXHIBIT A

NAME OF SHAREHOLDER	ADDRESS	SHARES OF COMPANY COMMON STOCK OWNED	SHARES OF PARENT COMMON STOCK TO BE ISSUED IN THE MERGER
G. T. FINN	1733 LAURIE LANE BELLEAIR, FL 33756	3100	6,758,976
MICHAEL CAMPBELL	1238 S. MISSOURI AVE., #116 CLEARWATER, FL 33756	2100	4,578,661
NEIL BYRNE	2635 FILLMORE STREET, #202 SAN FRANCISCO, CA 94115	2100	4,578,661
PHILIP JEPSEN	1121 HALEY LANE DUNEDIN, FL 34698-6121	700	1,526,220
RALYNN FINN	1733 LAURIE LANE BELLEAIR, FL 33756	1000	2,180,315
MARY CAMPBELL	1238 S. MISSOURI AVE., #116 CLEARWATER, FL 33756	1000	2,180,315
TOTAL		<u>10,000</u>	<u>21,803,148</u>