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P000000040357

May 24, 2002

Secretary of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: *Telcon International, Inc.*

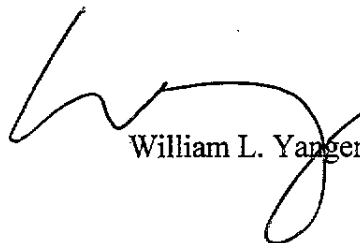
Dear Sir/Madame:

200005637422--4
-05/29/02--01026--011
****105.00 *****70.00

Enclosed please find the original Articles of Merger and the Amended and Restated Articles of Incorporation for filing. I have also enclosed a check in the amount of \$105.00 to cover the fees for filing same.

Should you have any questions or comments, please do not hesitate to contact me.

Sincerely,


William L. Yanger

WLY/rhr
Enclosures: as sated

FILED
02 MAY 29 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger
6/4/02 T. Lewis

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AVATEL TECHNOLOGIES, INC., a Florida entity, P01000014755.

INTO

TELCON INTERNATIONAL, INC., a Florida entity, P00000060357.

File date: May 29, 2002

Corporate Specialist: Thelma Lewis

STATE OF FLORIDA
ARTICLES OF MERGER OF
AVATEL TECHNOLOGIES, INC.
a Florida corporation

INTO

TELCON INTERNATIONAL, INC.
a Florida corporation

FILED
02 MAY 29 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1101, entitled "Merger", the undersigned corporations adopt the following Articles of Merger:

FIRST: The Plan of Merger ("**Plan of Merger**") attached hereto as **Exhibit A** was adopted by the Board of Directors and shareholders of Avatel Technologies, Inc., a Florida corporation (the "**Merged Corporation**"), as of May 24, 2002. The Plan of Merger was adopted by the Board of Directors and shareholders of Telcon International, Inc., a Florida corporation (the "**Surviving Corporation**"), as of May 24, 2002.

SECOND: The Effective Date and Time of these Articles of Merger shall be the date and time filed with the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

THIRD: At the Effective Date the following actions will occur in accordance with the Plan of Merger:

- a. The Merged Corporation shall be merged with and into the Surviving Corporation (hereinafter, the "**Merger**").
- b. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall be amended and restated.
- c. Each share of common stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Date shall be canceled and replaced with one share(s) of Common Stock of the Surviving Corporation, so that in connection with the Merger the shareholders of the Surviving Corporation shall receive in the aggregate one share of the Surviving Corporation's Common Stock.
- d. Each share of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be canceled and replaced with one-one thousandth share of Common Stock of the Surviving Corporation, so that in connection with the Merger the shareholders of the Merged Corporation shall receive in the aggregate one share of the Surviving Corporation's Common Stock.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 24th day of May, 2002.

MERGED CORPORATION:

AVATEL TECHNOLOGIES, INC.

By: Ernie F. Darias
Ernie Darias

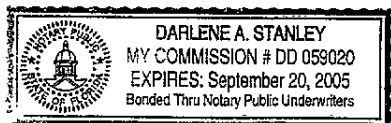
SURVIVING CORPORATION:

TELCON INTERNATIONAL, INC.

By: Ernie F. Darias
Ernie Darias, President

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

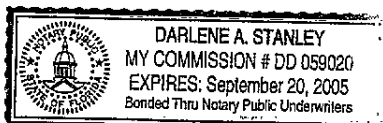
The foregoing instrument was acknowledged before me this 24th day of May, 2002, by Ernie Darias, who [] is known to me, or who [] provided Florida Driver License as identification, and who did take and oath, as President of Avatel Technologies, Inc., a Florida corporation, on behalf of said corporation.



Darlene A. Stanley
Notary Public
Printed Name:
My Commission Expires: 9-20-05

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 24th day of May, 2002, by Ernie Darias, who [] is known to me, or who [] provided Florida Driver License as identification, and who did take an oath, as President of Telcon International, Inc., a Florida corporation, on behalf of said corporation.



Darlene A. Stanley
Notary Public
Printed Name:
My Commission Expires: 9-20-05

EXHIBIT "A"

PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into as of the 24th day of May, 2002, by and between **AVATEL TECHNOLOGIES, INC.** a Florida corporation (the "**Merged Corporation**") and **TELCON INTERNATIONAL, INC.**, a Florida corporation (the "**Surviving Corporation**").

WITNESSETH:

WHEREAS, the Merged Corporation is a Florida corporation and currently has One Thousand (1,000) shares of common Stock issued and outstanding:

WHEREAS, the Surviving Corporation is a Florida corporation and currently has One Thousand (1,000) shares of Common Stock issued and outstanding

WHEREAS, the Board of Directors and shareholders of the Merged Corporation deem it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101 and Sections 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, so that no gain or loss *will* be recognized by the Merged Corporation for federal income tax purposes, and the Surviving Corporation's Board of Directors and shareholders deem it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Plan of Merger was approved and adopted by the Board of Directors and shareholders of the Merged Corporation and by the Board of Directors and shareholders of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607, the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I **CORPORATE EXISTENCE**

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the

laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Plan of Merger.

ARTICLE II

ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of the surviving Corporation in effect immediately prior to the time the Merger shall be amended and restated simultaneously with the Merger becoming effective and have the same effective date as the Articles of Merger.

ARTICLE III

BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV

BOARD OF DIRECTORS, OFFICERS AND SHAREHOLDER OF SURVIVING CORPORATION

At the time the Merger becomes effective, the directors of the Surviving Corporation shall be Ernie Daris, Allen DeFreitas, Terry Greene and Richard L. Smith, who shall serve until their successors have been elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws.

At the time the Merger becomes effective, the officers of the Surviving Corporation shall be Ernie Daris as Chairman of the Board and President, Richard L. Smith as Executive Vice

President, Terry Greene as Vice President of Sales, and Allen DeFreitas as Vice President of Operations. Such individuals shall hold such offices until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal.

ARTICLE V
MANNER OF CONVERTING SHARES

Each share of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be canceled and replaced with one one-thousandth of one share of Common Stock of the Surviving Corporation. Each share of common stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Date shall be canceled and replaced with one share of Common Stock of the Surviving Corporation.

ARTICLE VI
APPROVAL OF MERGER

This Agreement and Plan of Merger has been approved by the Board of Directors and shareholders of the Merged Corporation and the Board of Directors and shareholders of the Surviving Corporation, as provided by Florida Statutes Section 607.1103, as of May 24, 2002.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective upon filing with the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

MERGED CORPORATION

AVATEL TECHNOLOGIES, INC.

By: Ernie F. Darias
Ernie Darias

SURVIVING CORPORATION

TELCON INTERNATIONAL, INC.

By: Ernie F. Darias
Ernie Darias