

P000000064122

FILED

00 AUG 11 PM 4:24

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

EFFECTIVE DATE

9-1-00

100003353361--2

-08/11/00--01034--019

****140.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Total Communication Consulting, Inc. P99-91353
(Corporation Name) (Document #)

Into Advanced Communications Consulting, Engineering & Service
(Corporation Name) (Document #)

3. Solutions, Inc. P00-64122
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 8/11

☐ Certified Copy

☐ Mail out

☐ Will wait

☒ Stamped
Photocopy (2)

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 AUG 11 AM 11:03
DIVISION OF CORPORATION

Merger
8-11-00
MJS

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

TOTAL COMMUNICATIONS CONSULTING, INC., a Florida corporation,
P99000091353

INTO

**ADVANCED COMMUNICATIONS CONSULTING, ENGINEERING & SERVICE
SOLUTIONS, INC.,** a Florida entity, P00000064122.

File date: August 11, 2000 , effective September 1, 2000

Corporate Specialist: Doug Spitler

FILED

ARTICLES OF MERGER
OF TOTAL COMMUNICATION CONSULTING, INC. INTO
ADVANCED COMMUNICATIONS CONSULTING, ENGINEERING &
SERVICE SOLUTIONS, INC.

00 AUG 11 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, et. seq. of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations.

1. The Plan of Merger was approved by the Shareholders of each of the undersigned Corporations in a manner prescribed by the Florida Business Corporation Act. The Plan of Merger is attached to these Articles of Merger as Exhibit "A" and incorporated by reference herein. The effective date of the Plan of Merger is September 1, 2000.

2. The dates of adoption of the Plan of Merger by the Shareholders were:

<u>Name of Corporation</u>	<u>EFFECTIVE DATE</u> <u>9-1-00</u>	<u>Date</u>
ADVANCED COMMUNICATIONS CONSULTING, ENGINEERING & SERVICE SOLUTIONS, INC., a Florida corporation		August 7, 2000
TOTAL COMMUNICATION CONSULTING, INC., a Florida corporation		August 7, 2000

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding

shares of each class entitled to vote as a class on such Plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
ADVANCED COMMUNICATIONS CONSULTING, ENGINEERING & SERVICE SOLUTIONS, INC.	4,000
TOTAL COMMUNICATION CONSULTING, INC.	2,000

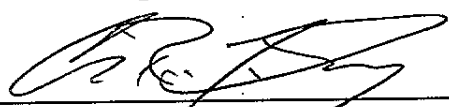
4. As to each of the undersigned corporations, the total number of shares voted for and against such Plan, respectively, are as follows:

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
ADVANCED COMMUNICATIONS CONSULTING, ENGINEERING & SERVICE SOLUTIONS, INC.	4,000	0
TOTAL COMMUNICATION CONSULTING, INC.	2,000	0

DATED: August 7, 2000

ADVANCED COMMUNICATIONS CONSULTING,
ENGINEERING & SERVICE SOLUTIONS, INC.,
a Florida corporation,

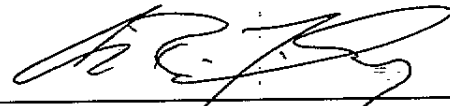
[Corporate Seal]

By: 
CHRIS R. FICKEY, President

By: 
JOHN B. MITCHELL, Secretary

TOTAL COMMUNICATION CONSULTING, INC.,
a Florida corporation,

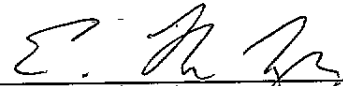
[Corporate Seal]

By: 
CHRIS R. FICKEY, President

By: 
JOHN B. MITCHELL, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

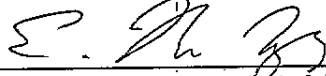
The foregoing instrument was acknowledged before me on August 7, 2000, by CHRIS R. FICKEY, as President, and by JOHN B. MITCHELL, as Secretary of ADVANCED COMMUNICATIONS CONSULTING, ENGINEERING & SERVICE SOLUTIONS, INC., who are (Notary choose one) [☒] personally known to me, or [☐] who have produced N/A as identification.


Signature of Notary Public
Printed name: E. John Lopez
My Commission expires:

STATE OF FLORIDA
COUNTY OF SARASOTA



The foregoing instrument was acknowledged before me on August 7, 2000, by CHRIS R. FICKEY, as President, and by JOHN B. MITCHELL, as Secretary of TOTAL COMMUNICATION CONSULTING, INC., who are (Notary choose one) [☒] personally known to me, or [☐] who have produced _____ as identification.


Signature of Notary Public
Printed name: E. John Lopez
My Commission expires:



ejl:dfe\wp80\3730\2\Articles of Merger TCC

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER dated August 7, 2000, between ADVANCED COMMUNICATIONS CONSULTING, ENGINEERING & SERVICE SOLUTIONS, INC., a Florida corporation (hereinafter referred to as "ACCESS" or "Surviving Corporation"), and TOTAL COMMUNICATION CONSULTING, INC., a Florida corporation (hereinafter referred to as "TCC" or "Absorbed Corporation").

WITNESSETH:

WHEREAS, TCC is a corporation organized and existing under the laws of the State of Florida with its principal office at 4909 29th Lane E., Bradenton, FL 34203; and

WHEREAS, TCC has a capitalization of Ten Thousand (10,000) authorized shares of \$1.00 Par Value Common Stock, of which two thousand (2,000) shares are issued and outstanding; and

WHEREAS, ACCESS is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1940 Northgate Boulevard, Suite B-2, Sarasota, FL 34234; and

WHEREAS, ACCESS has a capitalization of One Hundred Thousand (100,000) authorized shares of \$1.00 Par Value Common Stock of which FOUR THOUSAND (4,000) shares are issued and outstanding; and

WHEREAS, The Boards of Directors of the constituent corporations deem it desirable and in the best interest of the corporations and their shareholders that TCC be merged into ACCESS pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE - MERGER

Effective September 1, 2000, TCC shall merge with and into ACCESS, which will be the Surviving Corporation. The name of the Surviving Corporation shall be ADVANCED COMMUNICATIONS CONSULTING, ENGINEERING & SERVICE SOLUTIONS, INC.

SECTION TWO - TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises, and all of the property, real, personal and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall thereafter be

responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

SECTION THREE - CONVERSION OF SHARES

The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation is as follows:

Each share of the \$1.00 Par Value Common Stock of TCC issued and outstanding on the effective date of the merger shall be canceled due to the Shareholders of TCC prior ownership in the Surviving Corporation.

SECTION FOUR - CORPORATE STATUS UNDER THE INTERNAL REVENUE CODE

The Surviving Corporation will continue to be treated as an S Corporation under the Internal Revenue Code of 1986, as amended. When the Absorbed Corporation, an S Corporation, shall cease on the effective date of the merger, the taxable year of the Absorbed Corporation will end. The Surviving Corporation shall succeed to all corporate tax liabilities of the Absorbed Corporation.

SECTION FIVE - CHANGES IN ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

SECTION SIX - CHANGES IN BYLAWS

The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the effective date of the merger.

SECTION SEVEN - DIRECTORS AND OFFICERS

The Board of Directors of the Surviving Corporation shall consist of a minimum of four members. The Directors of the Surviving Corporation on the effective date of the merger shall be the following persons, who shall serve until the next annual meeting of the Surviving Corporation or until their successors have been duly elected or appointed and qualified:

Chris R. Fickey,
Lyle M. Henderson,
John B. Mitchell, and
Christopher J. Galen.

The officers of the Surviving Corporation on the effective date of the merger shall be the following persons, who shall serve until the next annual meeting of the Board of Directors or until their successors have been duly elected or appointed and qualified:

President:	Chris R. Fickey
Vice President:	Lyle M. Henderson
Secretary:	John B. Mitchell
Treasurer:	Christopher J. Galen

SECTION EIGHT - PROHIBITED TRANSACTIONS

Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction

other than in the ordinary course of business, except that the Absorbed and Surviving Corporations may pay regular quarterly dividends on their outstanding Common Shares, and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

SECTION NINE - APPROVAL BY SHAREHOLDERS

This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before August 31, 2000, or at such other time as to which the Boards of Directors of the constituent corporations may agree.

SECTION TEN - EFFECTIVE DATE OF MERGER

The effective date of this merger shall be September 1, 2000.

SECTION ELEVEN - ABANDONMENT OF MERGER

This Plan of Merger may be abandoned by actions of the Board of Directors of either the Surviving or the Absorbed Corporation at any time prior to the effective date, if the merger is not approved by the stockholders of either the Surviving or the Absorbed Corporation on or before August 31, 2000.

SECTION TWELVE - EXECUTION OF AGREEMENT

This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

Executing on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries, pursuant to the authorization of the respective Boards of Directors on the date first above written.

ADVANCED COMMUNICATIONS CONSULTING,
ENGINEERING & SERVICE SOLUTIONS, INC.,
a Florida Corporation

(Corporate Seal)

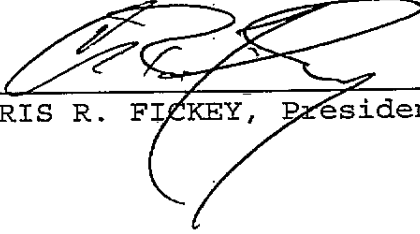
By: 
CHRIS R. FICKEY, President

Attest:


JOHN B. MITCHELL, Secretary

TOTAL COMMUNICATION CONSULTING, INC.,
a Florida corporation,

(Corporate Seal)

By: 
CHRIS R. FICKEY, President

Attest:


JOHN B. MITCHELL, Secretary