

P00000069399



FILED
02 MAY -7 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 568431 7127284

AUTHORIZATION :

Patricia Pijut

COST LIMIT : \$ 113.75

ORDER DATE : May 7, 2002

ORDER TIME : 1:36 PM

ORDER NO. : 568431-005

CUSTOMER NO: 7127284

800005482619--4

CUSTOMER: Bruce Stutsman, Esq
Stutsman & Thames, P.a.
121 West Forsyth Street
Suite 600
Jacksonville, FL 32202

ARTICLES OF MERGER

UTENNCO, INC, MILESTONE
INDUSTRIES, INC.

INTO

COMMTEC INDUSTRIES, INC.

RECEIVED
02 MAY -7 PM 3:05
DIVISION OF CERTIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

C. Coulliette MAY 07 2002

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

UTENNCO, INC., a Florida corporation, P00000080222

MILESTONE INDUSTRIES, INC., a Florida corporation, P00000073098

INTO

COMMTEC INDUSTRIES, INC., a Florida entity, P00000069399

File date: May 7, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 113.75

LAW OFFICES
STUTSMAN & THAMES
PROFESSIONAL ASSOCIATION
121 WEST FORSYTH STREET, SUITE 600
JACKSONVILLE, FLORIDA 32202

BRUCE E. STUTSMAN
RICHARD R. THAMES
NINA M. LAFLEUR
BRADLEY R. MARKEY
ALISON R. MILLER

TELEPHONE
904-358-4000
FACSIMILE
904-358-4001

SENDER'S EXT.: 15
E-MAIL: STUTSMANLAW@AOL.COM

May 6, 2002

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

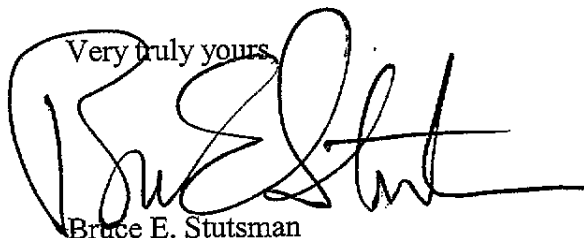
Re: Articles of Merger among CommTec Industries, Inc., Utennco, Inc. and Milestone Industries, Inc.;
Our File No.: 868.2393

Ladies and Gentlemen:

Enclosed for filing are the original and one copy of Articles of Merger among CommTec Industries, Inc., Utennco, Inc. and Milestone Industries, Inc., each a Florida corporation. Accompanying the enclosed documents is a check from Corporation Services Company for the necessary filing fees.

We would appreciate your filing the original of the Articles of Merger in accordance with the usual procedure, and your returning to this office a certified copy of the Articles of Merger.

Please contact the undersigned if you have any questions concerning the enclosed items. Thank you very much for your assistance.

Very truly yours,

Bruce E. Stutsman

BES/kv

Enclosures

Hand Delivered by Representatives of
of Corporation Services Company

**ARTICLES OF MERGER
OF
COMMTEC INDUSTRIES, INC.,
A FLORIDA CORPORATION,
AND
UTENNCO, INC.,
A FLORIDA CORPORATION
AND
MILESTONE INDUSTRIES, INC.,
A FLORIDA CORPORATION**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, Section 607.1105, the undersigned corporations do hereby submit these Articles of Merger:

1. A copy of the Agreement and Plan of Merger (the "Plan") among CommTec Industries, Inc., a Florida corporation, Utennco, Inc., a Florida corporation and wholly-owned subsidiary of CommTec Industries, Inc., and Milestone Industries, Inc., a Florida corporation and wholly-owned subsidiary of CommTec Industries, Inc., is attached to these Articles of Merger as Exhibit "A" and incorporated herein.

2. Pursuant to the terms of the Plan, Utennco, Inc. and Milestone Industries, Inc. shall be merged with and into CommTec Industries, Inc., which shall be the surviving corporation.

3. In accordance with the Plan, the effective date of the merger shall be the date of the filing of these Articles of Merger with the Florida Secretary of State.

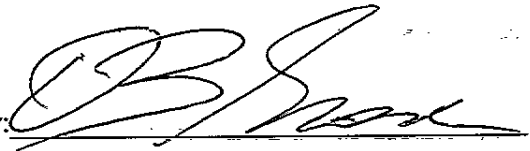
4. The Plan was duly approved by the shareholders of CommTec Industries, Inc. by written consent dated March 29, 2002.

5. The Plan was duly approved by the sole director of each of CommTec Industries, Inc., Utennco, Inc., and Milestone Industries, Inc. by written consent dated March 29, 2002.


[signatures appearing on next page]

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each corporation this 29th day of March, 2002.

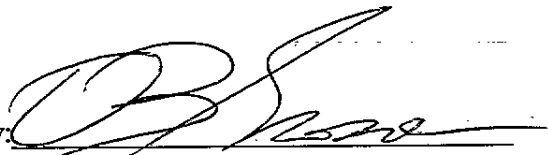
UTENNCO, INC.

By: 
Douglas B. Grosse, President

COMMTEC INDUSTRIES, INC.

By: 
Douglas B. Grosse, President

MILESTONE INDUSTRIES, INC.

By: 
Douglas B. Grosse, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT dated this 29th day of March, 2002, is by and among **COMMTEC INDUSTRIES, INC.**, a Florida Corporation (the "Surviving Corporation"), **UTENNCO, INC.**, a Florida corporation ("Utennc"), and **MILESTONE INDUSTRIES, INC.**, a Florida corporation ("Milestone"; and together with Utennc, the "Merging Corporations"). (The Surviving Corporation and the Merging Corporations are referred to herein collectively as the "Constituent Corporations.")

RECITALS:

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida (Document Number P00000069399), having its principal office at 1350 Tradeport Drive, Suite 101, Jacksonville, Florida 32218.

B. Utennc is a corporation organized and existing under the laws of the State of Florida (Document Number P00000080222). It is a wholly-owned subsidiary of the Surviving Corporation, having its principal office at 1350 Tradeport Drive, Suite 101, Jacksonville, Florida 32218.

C. Milestone is a corporation existing under the laws of the State of Florida (Document Number P0000073098). It is a wholly-owned subsidiary of the Surviving Corporation, having its principal office at 1350 Tradeport Drive, Suite 101, Jacksonville, Florida 32218.

D. The board of directors of the Constituent Corporations, and the shareholders of the Surviving Corporation, deem it desirable and in the best business interests of the Constituent Corporations that the Merging Corporations be merged with and into the Surviving Corporation pursuant of 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.

In consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

1. **Stockholder Approval; Effectiveness of Merger.** This Agreement shall be submitted to the stockholders of the Surviving Corporation for approval, whereupon Articles of Merger shall be executed and delivered to the Secretary of the State of Florida for filing in accordance with the laws of the State of Florida, which Articles of Merger shall have this Agreement attached to them and incorporated in them by reference. The merger shall become effective on the date of such filing, such date being sometimes referred to herein as the "Effective Date."

2. **Terms of the Merger.** On the Effective Date, the Merging Corporations shall be merged with and into the Surviving Corporation; all assets and liabilities of the Merging Corporations, as they exist on the Effective Date, shall pass to, vest in and become the obligations of the Surviving Corporation; the separate existence of the Merging Corporations shall cease; and the Surviving Corporation shall continue in existence under the name of "CommTec Industries, Inc."

3. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the Effective Date.

4. **Bylaws.** The Bylaws of the Surviving Corporation shall continue to be its Bylaws following the Effective Date.

5. **Directors and Officers.** On the Effective Date, the sole director and officer of the Surviving Corporation shall be Douglas B. Grosse.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been duly executed on the date first above written by the undersigned on behalf of the Constituent Corporations.

UTENNCO, INC.

By: 

Douglas B. Grosse, President
("Utennco")

COMMTEC INDUSTRIES, INC.

By: 

Douglas B. Grosse, President
("Surviving Corporation")

MILESTONE INDUSTRIES, INC.

By: 

Douglas B. Grosse, President
("Milestone")