

P00000069908

Requester's Name: Jack Lockman, Jr.  
Address: 77 Jones Ave  
City/State/Zip: Milton FL  
Phone #: 850-623-2500

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

- 1. Design Line Services, Inc (Corporation Name) P00000004906 (Document #)  
+ ~~3~~ 3 netcom, Inc. (Corporation Name) P00000069908 (Document #)
- 2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) *Merger*
- 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

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- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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Examiner's Initials *AR*  
8/28/00

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

DESIGN LINE SERVICES, INC., a Florida corp. P00000004906

INTO

**T3 METROCOM, INC.**, a Florida entity, P00000069908.

File date: August 25, 2000

Corporate Specialist: Annette Ramsey

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**ARTICLES OF MERGER OF**  
**DESIGN LINE SERVICES, INC. and T3 METROCOM, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging:

1. The names of the corporations which are parties to the within merger are **Design Line Services, Inc.**, and **T3 Metrocom, Inc.** **T3 Metrocom, Inc.** is the **surviving corporation.**

2. On the 18<sup>th</sup> day of August, 2000, the following plan of merger was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act:

See Exhibit "A" Attached Hereto

3. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

| Name of Corporation        | Total Number of Shares Outstanding |
|----------------------------|------------------------------------|
| Design Line Services, Inc. | 100                                |
| T3 Metrocom, Inc.          | 1000                               |

**There are no separate classes of stock for each corporation. Each corporation only has ordinary common stock outstanding, as set forth above.**

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

| Name of Corporation        | Total Voted For | Total Voted Against |
|----------------------------|-----------------|---------------------|
| Design Line Services, Inc. | 100             | 0                   |
| T3 Metrocom, Inc.          | 1000            | 0                   |

Dated the 18<sup>th</sup> day of August, 2000.

DESIGN LINE SERVICES, INC.

By:   
Name: Randal R. White  
Its: President

T3 METROCOM, INC.

By:   
Name: Gene O. Faircloth  
Its: President

## **PLAN OF MERGER**

Plan of Merger dated August 18<sup>th</sup>, 2000 between Design Line Services, Inc., referred to as the absorbed corporation, and T3 Metrocom, Inc. referred to as the surviving corporation.

### **STIPULATIONS**

- A. T3 Metrocom, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 6816 Caroline Street, Milton, Florida, 32570.
- B. T3 Metrocom, Inc. has authorized shares of 2,000 common stock, of which 1000 shares are issued and outstanding.
- C. Design Line Services, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 6816 Caroline Street, Milton, Florida, 32570.
- D. Design Line Services, Inc. has authorized shares of 1,000 common stock, of which 100 shares are issued and outstanding.
- E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Design Line Services, Inc. be merged into T3 Metrocom, Inc. 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 3668(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 set forth below, the constituent corporations agree as follows:

**SECTION ONE. MERGER.** Design Line Services, Inc. shall merge with and into T3 Metrocom, Inc., which shall be the surviving corporation.

**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 the property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall then 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 the by 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:

- (a) Each share of the common stock of Design Line Services, Inc. issued and outstanding on the effective date of the merger shall be converted into 5 shares of the common stock of T3 Metrocom, Inc., which shares of common stock of the surviving corporation be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In Lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.
- (b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates of shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally required. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of share of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.
- (c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issueable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

**SECTION FOUR. CHANGES IN THE 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 FIVE. CHANGES IN BYLAWS.** The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

**SECTION SIX. DIRECTORS AND OFFICERS.** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

**SECTION SEVEN. 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 take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

**SECTION EIGHT. 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 18, 2000, or at such other time as to which the boards of directors of the constituent corporations may agree.

**SECTION NINE. EFFECTIVE DATE OF MERGER.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

**SECTION TEN. ABANDONMENT OF MERGER.** This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

- (a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before August 31, 2000; or
- (b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable

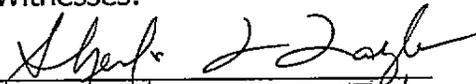
because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

**SECTION ELEVEN. EXECUTION OF AGREEMENT.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers pursuant to the authorization of their respective boards of directors on the date first above written.

DESIGN LINE SERVICES, INC.

Witnesses:

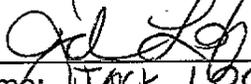
  
Name: Sheila J. Taylor

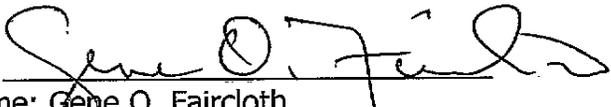
  
Name: JACK LOCKLIN, JR.

By:   
Name: Randal R. White  
Its: President

T3 METROCOM, INC.

  
Name: Sheila J. Taylor

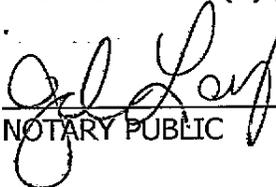
  
Name: JACK LOCKLIN, JR.

By:   
Name: Gene O. Faircloth  
Its: President

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this the 18<sup>th</sup> day of August, 2000, by Randal R. White in his capacity as President of Design Line Services, Inc., who is () personally know to me or who () produced \_\_\_\_\_ as identification.

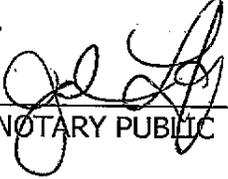
NOTARY PUBLIC - STATE OF FLORIDA  
JACK LOCKLIN, JR.  
COMMISSION # CC092552  
EXPIRES 12/28/2001  
BONDED THRU ASA 1-800-NOTARY1

  
NOTARY PUBLIC

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this the 18<sup>th</sup> day of August, 2000, by Gene O. Faircloth in his capacity as President of T3 Metrocom, Inc., who is (  ) personally know to me or who (  ) produced \_\_\_\_\_ as identification.

NOTARY PUBLIC - STATE OF FLORIDA  
JACK LOCKLIN, JR  
COMMISSION # CC002552  
EXPIRES 12/28/2001  
BONDED THRU ASA 1-388-NOTARY1

  
\_\_\_\_\_  
NOTARY PUBLIC