

Part Number Only

VALIDATION ONLY

Requestor's Name

Address

City

State

ZIP

Phone _____

*****35.00 *****35.00

Avalay Communications, INC.
P-110238

P-110238

☐ Mail Out

TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AVALAY COMMUNICATIONS, L.L.C., A FLORIDA ENTITY, L00000005175

INTO

AVALAY COMMUNICATIONS, INC., a Florida entity, P00000110238.

File date: March 28, 2001

Corporate Specialist: Trevor Brumbley



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 23, 2001

EMPIRE

SUBJECT: AVALAY COMMUNICATIONS, INC.
Ref. Number: P00000110238

We have received your document for AVALAY COMMUNICATIONS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee for this merger is \$60. Please submit a check for the additional \$25.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 801A00017797

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLES AND PLAN OF MERGER

THESE ARTICLES AND PLAN OF MERGER (the "Agreement"), dated March 16, 2001, is made by and between Avalay Communications, Inc., a Florida corporation, and Avalay Communications, L.L.C., a Florida limited liability company, as adopted by the unanimous vote of the shareholders and directors of Avalay Communications, Inc. and Avalay Communications, L.L.C. on March 16, 2001.

WITNESSETH:

WHEREAS, the parties desire that Avalay Communications, L.L.C. be merged with and into Avalay Communications, Inc., with Avalay Communications, Inc. being the survivor corporation, in accordance with Section 607.1101 of the Florida Business Corporation Act in a transaction intended to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended; and

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. In accordance with the provisions of this Agreement and the Florida Business Corporation Act, at the Effective Time (as defined below), Avalay Communications, L.L.C., shall be merged with and into Avalay Communications, Inc., the separate and corporate existence of Avalay Communications, L.L.C. shall cease, and Avalay Communications, Inc. shall continue its corporate existence under the laws of Florida under its present name (the "Surviving Corporation"). (Avalay Communications, Inc. and Avalay Communications, L.L.C. are collectively referred to as the "Constituent Entities".) (The foregoing hereinafter referred to as the "Merger".)

2. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Time").

3. The Surviving Corporation has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

4. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Entities. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate or intellectual rights vested in either of Constituent Entities shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Entities, shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of

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AND
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each of the Constituent Entities existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger, and without any action on the part of the parties or otherwise:

- (a) Each issued and outstanding share or interest of Avalay Communications, L.L.C. shall be canceled without payment of any consideration and without any conversion of same into shares of Avalay Communications, Inc. or any other entity; and
- (b) Each issued and outstanding share of capital stock of Avalay Communications, Inc. shall remain the same.

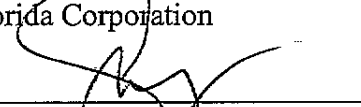
6. The Articles of Incorporation of Avalay Communications, Inc. in effect immediately prior to the Effective Time, shall remain in effect and be the Articles of Incorporation of the Surviving Corporation.

SURVIVING CORPORATION:

Attested:


By: 
Print Name: Marc E. Combs
Secretary

Avalay Communications, Inc.
a Florida Corporation

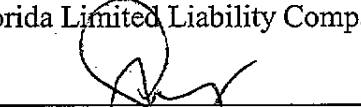
By: 
Stephen A. Kelley, Jr.
President

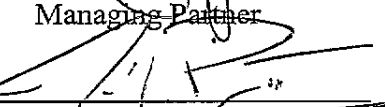
MERGING ENTITY:

Attested:

By: 
Print Name: Marc E. Combs
Secretary

Avalay Communications, L.L.C.
a Florida Limited Liability Company

By: 
Stephen A. Kelley, Jr.
Managing Partner

By: 
James Piper
Member

01/17/28 2110-17
SECRETARY OF STATE
TALLAHASSEE, FL 32301

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AND
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