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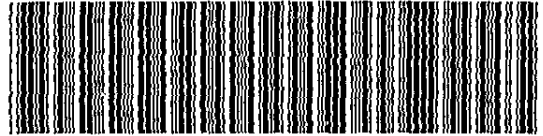
(Business Entity Name)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Rs 12/30/03
Meyer

FOLTZ MARTIN LLC

ATTORNEYS AT LAW

5 PIEDMONT CENTER SUITE 750 ATLANTA GA 30305-1541
TELEPHONE 404-231-9397 / FACSIMILE 404-237-1659

December 18, 2003

VIA FEDERAL EXPRESS

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

Re: Articles of Merger of
CONCIERGE NETWORKS INCORPORATED

Dear Sir or Madam:

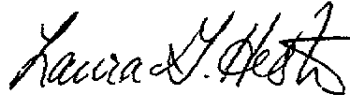
Enclosed please find an original and two (2) copies of the Articles of Merger of Concierge Networks Incorporated, a Florida corporation, and Concierge Networks of Georgia Incorporated, a Georgia corporation, along with our check in the amount of \$70.00 as payment of the required filing fee.

Please return a date stamped copy of the Articles of Merger to my attention in the enclosed, self-addressed Federal Express envelope as soon as possible.

Thank you.

Sincerely,

FOLTZ MARTIN, LLC



Laura G. Hester

Enclosures

cc: Jeff D. Woodward, Esq.

**ARTICLES OF MERGER
OF
CONCIERGE NETWORKS INCORPORATED, A FLORIDA CORPORATION
AND
CONCIERGE NETWORKS OF GEORGIA INCORPORATED, A GEORGIA
CORPORATION**

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03 DEC 19 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging CONCIERGE NETWORKS INCORPORATED, a Florida corporation ("Concierge") with and into CONCIERGE NETWORKS OF GEORGIA INCORPORATED, a Georgia corporation ("Concierge of Georgia").

2. The shareholders of Concierge entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them as of December 12, 2003, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Concierge with and into Concierge of Georgia is permitted by the laws of the jurisdiction of organization of Concierge of Georgia and has been authorized by Concierge of Georgia in compliance with said laws. The date of approval and adoption of the Plan of Merger is as of December 12, 2003.

4. The effective time and date of the merger herein provided for in the State of Florida shall be as of the end of business December 12, 2003.

Executed on this 12 day of December, 2003.

CONCIERGE NETWORKS INCORPORATED,
a Florida corporation

By: 

Name: Mark L. Goodman

Its: President

CONCIERGE NETWORKS OF GEORGIA
INCORPORATED, a Georgia corporation

By: 

Name: Mark L. Goodman

Its: President

**PLAN OF MERGER
OF
CONCIERGE NETWORKS INCORPORATED, A FLORIDA CORPORATION
AND
CONCIERGE NETWORKS OF GEORGIA INCORPORATED, A GEORGIA
CORPORATION**

PLAN OF MERGER adopted as of November 14, 2003, by resolution of the Board of Directors of CONCIERGE NETWORKS INCORPORATED, a business corporation organized under the laws of the State of Florida, and adopted as of November 14, 2003, by resolution of the Board of Directors of CONCIERGE NETWORKS OF GEORGIA INCORPORATED, a business corporation organized under the laws of the State of Georgia. The names of the corporations planning to merge are CONCIERGE NETWORKS INCORPORATED, ("Concierge") a business corporation organized under the laws of the State of Florida, and CONCIERGE NETWORKS OF GEORGIA INCORPORATED, ("Concierge of Georgia") a business corporation organized under the laws of the State of Georgia.

1. Concierge and Concierge of Georgia shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Georgia Business Corporation Code, be merged with and into a single corporation, to wit, Concierge of Georgia, which shall be the surviving corporation upon the effective date of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name of Concierge Networks Incorporated pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Concierge, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The articles of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be

converted or exchanged in any manner, but each said share issued prior to the effective time and date of the merger shall be cancelled.

6. The Plan of Merger herein made and approved by the Board of Directors shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the provisions of the Georgia Business Corporation Code.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the provisions of the Georgia Business Corporation Code, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Georgia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.