



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

HOLD
FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY

P01000098583

October 23, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

AVIX Telecom Solutions, Inc. into

USA Digital Acquisition, Inc

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other **800004649718--8**

-10/23/01--01041--002
*****70.00 *****70.00

Retrieval Request

☐ Photocopy

☐ Certified Copy

FILED
2001 OCT 23 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | Non Profit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of RA 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 Reports |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |
| <input type="checkbox"/> | Reinstatement |

| REGISTRATION/QUALIFICATION | |
|----------------------------|-------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AVIX TELECOM SOLUTIONS, INC., a Florida corporation, P00000002140

INTO

USA DIGITAL ACQUISITION, INC., a Florida entity, P01000098583.

File date: October 23, 2001

Corporate Specialist: Cheryl Coulliette

STATE OF FLORIDA
ARTICLES OF MERGER OF

AVIX TELECOM SOLUTIONS, INC.
a Florida corporation

INTO

USA DIGITAL ACQUISITION, INC.
a Florida corporation

FILED
2001 OCT 23 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1101, entitled "Merger," the undersigned corporations adopt the following Articles of Merger:

FIRST: The Plan of Merger ("**Plan of Merger**") attached hereto as **Exhibit A** was adopted by the Board of Directors and all of the shareholders of AVIX Telecom Solutions, Inc., a Florida corporation (the "**Merged Corporation**") as of October 15, 2001. The Plan of Merger was adopted by the Board of Directors and sole shareholder of USA Digital Acquisition, Inc., a Florida corporation (the "**Surviving Corporation**"), as of October 15, 2001.

SECOND: The Effective Date and Time of these Articles of Merger shall be the date and time filed with the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

THIRD: At the Effective Date the following actions will occur in accordance with the Plan of Merger:

- a. The Merged Corporation shall be merged with and into the Surviving Corporation (hereinafter, the "**Merger**").
- b. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.
- c. The currently issued and outstanding shares of common stock of the Surviving Corporation owned by its sole shareholder immediately prior to the Merger shall remain as the issued and outstanding common stock of the Surviving Corporation after the Merger.

- d. Each share of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be canceled and replaced with: (i) Forty Thousand (40,000) shares of Common Stock of the Surviving Corporation's parent, USA Digital, Inc. and (ii) cash in the amount of Five Thousand Dollars (\$5,000), so that in connection with the Merger the shareholders of the Merged Corporation shall receive in the aggregate Four Million (4,000,000) shares of USA Digital, Inc. Common Stock and Five Hundred Thousand Dollars (\$500,000) in cash. In connection with the Merger, each shareholder of the Merged Corporation shall also be entitled to receive in exchange for each share of the Merged Corporation's common stock owned by him: (A) a fully vested option to acquire up to One Thousand (1,000) shares of common stock of USA Digital, Inc., at a strike price of One Dollar (\$1) per share, so that the shareholders of the Merged Corporation shall receive in the aggregate vested options to acquire up to One Hundred Thousand (100,000) shares of USA Digital, Inc. Common Stock, and (B) an unvested contingent option to acquire up to Three Thousand (3,000) shares of common stock of USA Digital, Inc., at a strike price of One Dollar (\$1) per share, so that the shareholders of the Merged Corporation shall receive in the aggregate unvested contingent options to acquire up to Three Hundred Thousand (300,000) shares of USA Digital, Inc. Common Stock; all pursuant to the definitive terms and conditions set forth in that certain Agreement and Plan of Reorganization dated September 19, 2001, by and among the Merged Corporation, the Surviving Corporation, USA Digital, Inc. and the majority shareholder of the Merged Corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 15th day of October, 2001.

MERGED CORPORATION:

AVIX TELECOM SOLUTIONS, INC.

By: 

Joseph L. Morgan, President

SURVIVING CORPORATION:

USA DIGITAL ACQUISITION, INC.

By: 

Mark Cobb, Chairman of
the Board of Directors

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 19 day of October, 2001, by Joseph L. Morgan who [] is known to me, or who [X] provided FL License as identification, and who did take an oath, as President of AVIX Telecom Solutions, Inc., a Florida corporation, on behalf of said corporation.



Debra R. Davis
MY COMMISSION # CC858566 EXPIRES
July 27, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Debra R. Davis
Notary Public
Print Name: DEBRA R. DAVIS
My Commission Expires: _____

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 19 day of October, 2001, by Mark Cobb, who [X] is known to me, or who [] provided _____ as identification, and who did take an oath, as Chairman of the Board of Directors of USA Digital Acquisition, Inc., a Florida corporation, on behalf of said corporation.

Debra R. Davis
Notary Public
Print Name: DEBRA R. DAVIS
My Commission Expires: _____



Debra R. Davis
MY COMMISSION # CC858566 EXPIRES
July 27, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into as of the 15th day of October, 2001, by and between AVIX Telecom Solutions, Inc., a Florida corporation (the "**Merged Corporation**"), and USA Digital Acquisition, Inc., a Florida corporation (the "**Surviving Corporation**").

WITNESSETH:

WHEREAS, the Merged Corporation is a Florida corporation and currently has one hundred (100) shares issued and outstanding;

WHEREAS, the Surviving Corporation is a Florida corporation and currently has one hundred (100) shares issued and outstanding;

WHEREAS, the Board of Directors of the Merged Corporation deems it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Florida Statutes Section 607.1101 and Sections 368 (a)(1)(A) and 368(a)(2)(D) of the Internal Revenue Code of 1986, as amended, entitled "Statutory Merger or Consolidation" so that no gain or loss will be recognized by the Merged Corporation for federal income tax purposes, and the Board of Directors deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "**Merger**"); and

WHEREAS, this Agreement and Plan of Merger was approved and adopted by the Board of Directors and all of the shareholders of the Merged Corporation and by the Board of Directors and sole shareholder of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607, the Merged Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I **CORPORATE EXISTENCE**

A. Upon the Merger becoming effective; (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every

dgm1\avix\plan of merger.1c

kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II

ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III

BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV
BOARD OF DIRECTORS, OFFICERS AND
SHAREHOLDER OF SURVIVING CORPORATION

The Board of Directors, officers and shareholder of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Directors, officers and shareholder of the Surviving Corporation until their successors are elected and qualified or the shareholder transfers its ownership in the Surviving Corporation.

ARTICLE V
MANNER OF CONVERTING SHARES

The currently issued and outstanding shares of common stock of the Surviving Corporation immediately prior to the Merger shall remain as the issued and outstanding shares of common stock of the Surviving Corporation after the Merger. Each share of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall be canceled and replaced with: (i) Forty Thousand (40,000) shares of Common Stock of the Surviving Corporation's parent, USA Digital, Inc. and (ii) cash in the amount of Five Thousand Dollars (\$5,000), so that in connection with the Merger the shareholders of the Merged Corporation shall receive in the aggregate Four Million (4,000,000) shares of USA Digital, Inc. Common Stock and Five Hundred Thousand Dollars (\$500,000) in cash. In connection with the Merger, each shareholder of the Merged Corporation shall also be entitled to receive in exchange for each share of the Merged Corporation's common stock owned by him: (A) a fully vested option to acquire up to One Thousand (1,000) shares of common stock of USA Digital, Inc., at a strike price of One Dollar (\$1) per share, so that the shareholders of the Merged Corporation shall receive in the aggregate vested options to acquire up to One Hundred Thousand (100,000) shares of USA Digital, Inc. Common Stock, and (B) an unvested contingent option to acquire up to Three Thousand (3,000) shares of common stock of USA Digital, Inc., at a strike price of One Dollar (\$1) per share, so that the shareholders of the Merged Corporation shall receive in the aggregate unvested contingent options to acquire up to Three Hundred Thousand (300,000) shares of USA Digital, Inc. Common Stock; all pursuant to the definitive terms and conditions set forth in that certain Agreement and Plan of Reorganization dated September 19, 2001, by and among the Merged Corporation, the Surviving Corporation, USA Digital, Inc. and the majority shareholder of the Merged Corporation.

ARTICLE VI
APPROVAL OF MERGER

This Agreement and Plan of Merger has been approved by the Board of Directors and all of the shareholders of the Merged Corporation and the Board of Directors and sole shareholder of the Surviving Corporation, as provided by Florida Statutes Section 607.1103, as of October 15, 2001.

ARTICLE VII
EFFECTIVE DATE OF MERGER

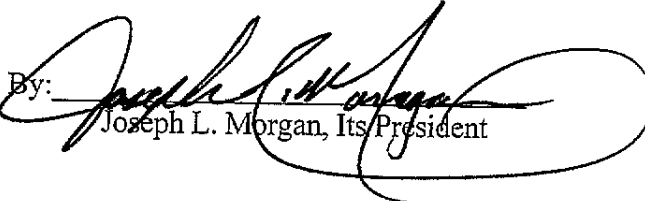
This Merger shall become effective upon filing with the Florida Secretary of State in accordance with Florida Statutes Chapter 607.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Corporation have signed this Agreement under their corporate seals the day and year first above written.

USA DIGITAL ACQUISITION, INC.

By: 
Mark Cobb, Its Chairman of the Board of Directors

AVIX TELECOM SOLUTIONS, INC.

By: 
Joseph L. Morgan, Its President