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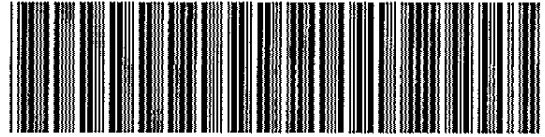
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AKR
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Articles of Merger

Phones Plus, Inc.

with

Global Telecom Solutions, Inc.

With the surviving corporation:

Global Telecom Solutions, Inc.

FILED

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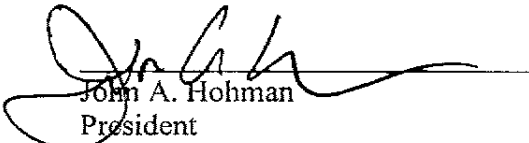
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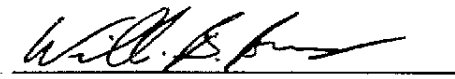
WHEREAS, on February 4th, 2005, the Board of Directors and Shareholders of Global Telecom Solutions, Inc., and Phones Plus, Inc., approved a Plan of Merger, which is attached hereto as Exhibit "A" and incorporated herein by reference, in a manner consistent with the requirements of law; and,

WHEREAS, the Companies' wish to file these Articles of Merger to satisfy the requirements of Section 607.1105 Florida Statutes and effect the Plan of Merger:

1. The Plan of Merger is hereby filed with the Florida Secretary of State.
2. The effective date of the merger shall be the date of filing of these Articles of Merger with the Florida Secretary of State.

4th IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger this day of February, 2005.


John A. Hohman
President
Phones Plus, Inc.


William B. Burns
President
Global Telecom Solutions, Inc.

Plan of Merger

Phones Plus, Inc.

with

Global Telecom Solutions, Inc.

With the surviving corporation:

Global Telecom Solutions, Inc.

1. Plan of Merger and Retained Corporate Name

This Plan of Merger is between Phones Plus Inc. ("Phones Plus") and Global Telecom Solutions, Inc. ("GTS"), with the intention of merging the two corporations into one corporation under the laws of Florida, said surviving corporation to retain the corporate name of Global Telecom Solutions, Inc.

2. Terms and Conditions of the Merger

As of the date of filing the Articles of Merger:

(A) GTS will assume all debts, liabilities and obligations owing or due on behalf of Phones Plus extending to and including all necessary costs incurred in completing the merger;

(B) GTS will succeed to all assets owned by or owed to Phones Plus;

(C) Stock currently held by directors and shareholders of Phones Plus will be exchanged for stock in GTS (as described more particularly below);

(D) Phones Plus officers will be deemed to have resigned, and their former positions vacated or eliminated;

(E) GTS and Phones Plus intend for this merger to be a tax-free reorganization for purposes of Federal income taxation (under I.R.C. §368).

3. Manner and Basis for Conversion of Shares

Preceding the merger, stock ownership in Phones Plus was as follows:

EXHIBIT

"A"

<u>Name</u>	<u>Percentage Ownership</u>
John Hohman	40% (400 shares)
William B. Burns	40% (400 shares)
Darin K. Meyer	10% (100 shares)
Maurice R. Ulmer	10% (100 shares)

Preceding the merger, stock ownership in GTS was as follows:

<u>Name</u>	<u>Percentage Ownership</u>
John Hohman	50% (1000 shares)
William B. Burns	50% (1000 shares)

Subsequent to the merger, stock ownership in GTS will be as follows:

<u>Name</u>	<u>Percentage Ownership</u>
John Hohman	40% (1,000 shares)
William B. Burns	40% (1,000 shares)
Darin K. Meyer	10% (200 shares)
Maurice R. Ulmer	10% (200 shares)

The above-referenced percentages will be achieved through the retention of pre-existing GTS shares by John Hohman and William "Brad" Burns and the issuance of 200 new shares of GTS stock each to Darin K. Meyer and Maurice R. Ulmer.

4. By-Law Amendment

Upon approval of this Plan of Merger the first sentence in Article IV, Section 1 of the GTS By-Laws shall be deleted and replaced in its entirety with the following:

The officers of the corporation shall be a president or chief executive officer, one or more vice presidents, a secretary, and a treasurer or chief financial officer, each of whom shall be elected by the board of directors.

5. Officers and Directors

Subsequent to the merger, the officers and Directors of GTS will be as follows:

William B. Burns	Director	Chief Executive Officer
John Hohman	Director	Chief Financial Officer/Secretary
Darin K. Meyer	Director	Vice President
Maurice R. Ulmer	Director	Vice President

6. Effective Date of the Merger

The effective date of this merger shall be the date of filing of Articles of Merger with the Florida Secretary of State.

7. Miscellaneous Merger Provisions

(A) The Board of Directors of GTS and the Board of Directors of Phones Plus hereby reserve the right to amend the Plan of Merger at any time prior to the filing of the Articles of Merger.

(B) The Board of Directors of GTS and the Board of Directors of Phones Plus hereby reserve the right to abandon or terminate the planned merger at any time prior to the filing of Articles of Merger without further shareholder action.

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GLOBAL TELECOM SOLUTIONS, INC.
Action of Directors and Shareholders on Plan of Merger

Phones Plus, Inc.

with

Global Telecom Solutions, Inc.

With the surviving corporation:

Global Telecom Solutions, Inc.

WHEREAS, a Plan of Merger has been proposed by the Board of Directors ("Board") of Global Telecom Solutions, Inc. ("GTS") that would merge Phones Plus, Inc. ("Phones Plus"), with GTS; and,

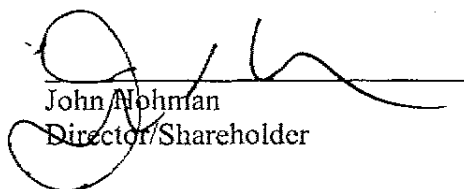
WHEREAS, Section 607.1103, Florida Statutes requires the submission of a Plan of Merger to the shareholders of GTS; and,

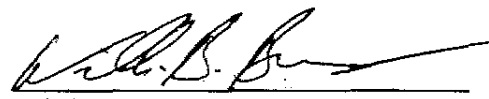
WHEREAS, the Board hereby recommends to the shareholders that the Plan of Merger attached as Exhibit "A" and incorporated herein by reference be approved:

NOW, THEREFORE, BE IT RESOLVED THAT:

1. The Plan of Merger is hereby approved and adopted by the Board of Directors and the shareholders representing 100% of the outstanding stock in the Corporation on February 4th, 2005.

2. The shareholders and directors of GTS, by execution hereof, waive any further notice requirement provided for under Section 607.1103(4), Florida Statutes or by the Articles of Incorporation or By Laws.


John Nohman
Director/Shareholder


William B. Burns
Director/Shareholder

PHONES PLUS, INC.
Action of Directors and Shareholders on Plan of Merger

Phones Plus, Inc.

with

Global Telecom Solutions, Inc.

With the surviving corporation:

Global Telecom Solutions, Inc.

WHEREAS, a Plan of Merger has been proposed by the Board of Directors ("Board") of Phones Plus, Inc. ("Phones Plus") that would merge Phones Plus with Global Telecom Solutions, Inc., ("GTS"); and,

WHEREAS, Section 607.1103, Florida Statutes requires the submission of a Plan of Merger to the shareholders of Phones Plus; and,

WHEREAS, the Board hereby recommends to the shareholders that the Plan of Merger attached as Exhibit "A" and incorporated herein by reference be approved:

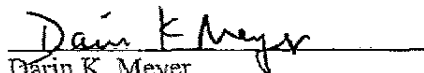
NOW, THEREFORE, BE IT RESOLVED THAT:

1. The Plan of Merger is hereby approved and adopted by the Board of Directors and the shareholders representing 100% of the outstanding stock in the Corporation on February 4th, 2005.

2. The shareholders and directors of Phones Plus, by execution hereof, waive any further notice requirement provided for under Section 607.1103(4), Florida Statutes or by the Articles of Incorporation of By Laws.



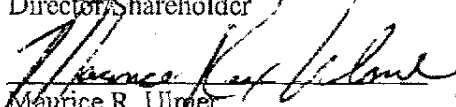
William B. Burns
Director/Shareholder



Darin K. Meyer
Director/Shareholder



John A. Hohman
Director/Shareholder



Maurice R. Ulmer
Director/Shareholder

Plan of Merger

Phones Plus, Inc.

with

Global Telecom Solutions, Inc.

With the surviving corporation:

Global Telecom Solutions, Inc.

1. Plan of Merger and Retained Corporate Name

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2. Terms and Conditions of the Merger

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(B) GTS will succeed to all assets owned by or owed to Phones Plus;

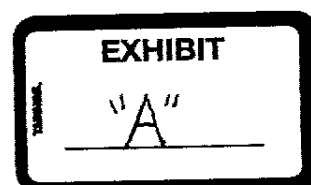
(C) Stock currently held by directors and shareholders of Phones Plus will be exchanged for stock in GTS (as described more particularly below);

(D) Phones Plus officers will be deemed to have resigned, and their former positions vacated or eliminated;

(E) GTS and Phones Plus intend for this merger to be a tax-free reorganization for purposes of Federal income taxation (under I.R.C. §368).

3. Manner and Basis for Conversion of Shares

Preceding the merger, stock ownership in Phones Plus was as follows:



<u>Name</u>	<u>Percentage Ownership</u>
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Subsequent to the merger, stock ownership in GTS will be as follows:

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5. Officers and Directors

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(B) The Board of Directors of GTS and the Board of Directors of Phones Plus hereby reserve the right to abandon or terminate the planned merger at any time prior to the filing of Articles of Merger without further shareholder action.

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Plan of Merger

Phones Plus, Inc.

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With the surviving corporation:

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