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DIVISION OF CORPORATIONS

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MERGER OR SHARE EXCHANGE

Airtime Technologies, Inc.

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06 APR -3 AM 8:00

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Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

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**ARTICLES AND PLAN OF MERGER OF
AIRTIME TECHNOLOGIES, INC.**

These Articles of Merger entered into as of this 31ST day of March, 2006, by and between Airtime Acquisition, Inc., a Florida corporation (the "Target") and Airtime Technologies, Inc., a Florida corporation (the "Surviving Corporation") (collectively the "Parties").

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WHEREAS the Surviving Corporation has authorized capital stock of 10,000,000 shares of common stock, par value \$0.001 per share, of which 40 shares have been duly issued and are outstanding and 2,000,000 shares of preferred stock, par value \$0.001 per share, of which no shares are issued or outstanding; and

WHEREAS the Target has authorized capital stock consisting of 10,000 shares of common stock, \$0.01 par value per share, of which 100 shares have been duly issued and are now outstanding; and

WHEREAS the Board of Directors of the Surviving Corporation and the Target, deem it advisable and generally to the advantage and welfare of the Parties and recommend to the shareholders of the Parties that the Target merge with the Surviving Corporation under and pursuant to the provisions of Florida Business Corporation Act ("FBCA"); and

WHEREAS, the Boards of Directors and shareholders of the Parties have approved the terms and conditions of the merger; and

NOW, THEREFORE, in consideration of the premises and of the mutual promises herein contained, the Parties have agreed, and do hereby agree, that the Target shall merge into the Surviving Corporation upon the terms and conditions below stated.

1. Adoption and Approval of Agreement. Pursuant to Sections 607.0702 and 607.0821, 607.1101 and 607.1103 of the FBCA, the sole director and sole shareholder of the Target by unanimous written consent have adopted and approved this Agreement on March 31, 2006. Pursuant to Sections 607.0704, 607.0821, 607.1101 and 607.1103 of the FBCA, the sole director and the sole shareholder of the Surviving Corporation have adopted and approved this Agreement by unanimous written consent on March 31, 2006.

2. Agreement to Merge. The Parties hereby agree that the Target shall be merged with and into the Surviving Corporation, the Surviving Corporation shall survive and the Target shall be merged out of existence.

3. Effective Date. The merger of the undersigned corporations shall become effective at 12:01 a.m. on April 1, 2006 (the "Effective Date").

4. Name of Merged Corporation. The name of the Surviving Corporation shall remain Airtime Technologies, Inc.

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5. Articles of Incorporation and Bylaws. The Articles of Incorporation, as amended, and the Bylaws of the Target shall become those of the Surviving Corporation.

6. Agreement. The executed Agreement is on file at the principal place of business of the Surviving Corporation.

7. Manner and Basis for Conversion of Shares. The issued and outstanding shares of common stock of the Target shall be converted into 60 shares of Surviving Corporation common stock.

8. Certification of Board Approval. The undersigned secretary of the Target hereby certifies that the board of directors of the Target adopted the Agreement by unanimous written consent on March 31, 2006. The undersigned secretary of the Surviving Corporation hereby certifies that the board of directors of the Surviving Corporation adopted the Agreement by unanimous written consent as of March 31, 2006.

9. Shareholder Approval. The undersigned secretary of the Target hereby certifies that the shareholders of the Target approved the Agreement by unanimous written consent on March 31, 2006. The undersigned secretary of the Surviving Corporation hereby certifies that the sole shareholder of the Surviving Corporation approved the Agreement by unanimous written consent on March 31, 2006.

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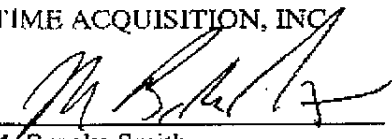
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IN WITNESS WHEREOF, the parties hereto have caused these Articles and Plan of Merger to be executed by the President and Secretary of each of them pursuant to authority given by their respective boards of directors.

AIRTIME TECHNOLOGIES, INC.

By: 
Dean Keil,
President and Secretary

AIRTIME ACQUISITION, INC.

By: 
M. Brooks Smith,
Chief Executive Officer and
Secretary

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