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WEBSTER & PARTNERS, P.L. 407-691-0501

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Division of Corporations

P02000017087

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

FEARTEL, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

FEARTEL, INC., a Panamanian corporation not qualified in Florida

INTO

FEARTEL, INC., a Florida entity, P02000017087

File date: March 18, 2002

Corporate Specialist: Karen Gibson

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STATE OF FLORIDA
SECRETARY OF STATEARTICLES OF MERGER
FOR FEARTEL, INC., A FLORIDA CORPORATION
(THE "SURVIVING ENTITY"), AND FEARTEL, INC., A PANAMANIAN
CORPORATION (THE "MERGING COMPANY") WHICH SHALL BE DISSOLVED AS
PER APPLICABLE PANAMANIAN LAW

Pursuant to Section 607.1101 and Section 607.1103, Florida Statutes, and as to the Merging Company, Chapter XI, Articles 80 through 89 of the Corporation Law of Panama, Law 32, for purposes of adopting a plan of liquidation as to the Merging Company, the undersigned, as the Surviving Entity and the Merging Company in the merger described herein, hereby submit the following information:

(1) The name of the surviving entity shall be FEARTEL, INC., a Florida corporation. The Merging Company shall be liquidated, all of its assets transferred to the Surviving Company, and it shall be dissolved in accordance with Article XI of the Corporation Law of Panama, Law 32.

(2) Attached hereto as Exhibit A and made a part hereof is a copy of the Plan of Merger and Liquidation (the "Plan of Merger") for the merger described herein.

(3) The shareholders of the Surviving Entity approved and adopted the Plan of Merger by unanimous action by consent of its shareholders dated March 13, 2002, and by written consent of its Board of Directors executed in accordance with the requirements of Chapter 607, Florida Statutes.

(4) The shareholders of the Merging Company approved and adopted the Plan of Merger by unanimous action by consent of its shareholders dated March 13, 2002, and by written consent of its Board of Directors, each executed in accordance with the requirements of Article 83 of the Corporation Law of Panama.

(5) The effective date of the merger shall be as of the date these Articles of Merger are filed with the Secretary of State of Florida.

Date: March 17, 2002

FEARTEL, INC.
a Panamanian corporation

By: [Signature]
As its: President

FEARTEL, INC.,
a Florida corporation

By: [Signature]
As its: President

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EXHIBIT A**PLAN OF MERGER AND LIQUIDATION**

THIS PLAN OF MERGER AND LIQUIDATION (the "Plan of Merger") is made and entered into as of March 13, 2002, by and among, FEARTEL, INC., a Florida corporation ("FTF") and FEARTEL, INC., a Panamanian corporation (the "Merging Company"), under the following circumstances:

(A) FTF is a corporation duly organized and existing under the laws of the State of Florida.

(B) The Merging Company is a corporation duly organized and existing under the laws of the Country of Panama. As of this date, it has one (1) share of its common stock issued and outstanding. As a result of this Merger, the Merging Company is to be dissolved.

(C) The shareholders of FTF have adopted this Plan of Merger by unanimous Action by Consent dated March 13, 2002, and the shareholders of the Merging Corporation have adopted this Plan of Merger by unanimous Action by Consent dated March 13, 2002, in accordance with Article 83 of the Corporation Law of Panama, Law 32.

NOW THEREFORE, in considerations of the promises and agreements contained herein, the parties hereto agree as follows:

(1) The Merging Company shall be merged into FTF, which shall be the surviving entity. The name of the surviving entity will remain FEARTEL, INC.

(2) At the effective date and time of the merger contemplated herein (the "Merger"):

(1) the Merging Company shall be merged into FTF, (2) the separate company existence of the Merging Company shall cease, (3) FTF shall continue in existence without the necessity of other transfers or assumptions, (4) FTF shall succeed to and possess all of the assets, properties, amenities, powers, franchises, and authority of a public, as well as private nature of the Merging Company, and (5) FTF shall assume and be subject to all of the liabilities, obligations, debts, and duties of the Merging Company.

(3) At the effective date and time of the Merger, all property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to the Merging Company shall be transferred to and vested in FTF without further act or deed, and the title to any real estate or any interest therein vested in the Merging Company shall be thereupon vested in FTF, without right of reversion or impairment.

(4) Notwithstanding the foregoing, if, at any time, FTF shall deem it appropriate or be advised that further assignments, conveyances, or assurances are necessary or desirable to carry out the provisions hereof, the proper officers of the Merging Company as of the effective date and time of the Merger, or in their absence, FTF shall execute and deliver any and all proper deeds, assignments, and assurances, and shall do all things necessary or proper to carry out the provisions and intent of this Plan of Merger.

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(5) All of the Shares of the Merging Company that is issued and outstanding shall be converted, by virtue of the merger and without action of the Shareholder, into the right to receive one (1) Share of the duly authorized, validly issued, fully paid and non-assessable common shares in FTF.

Upon presentation of the stock certificate for the shares of the Merging Company, FTF shall issue a new FTF certificate for each share of the Merging Company stock and upon conversion of such shares shall thereupon cancel such certificate of the Merging Company. The failure to present such certificate shall not affect or impair the rights of the shareholders of the Merging Company as FTF shareholders such conversion and issuance of new certificates shall be a ministerial act.

(6) The Merger shall become effective on the date the Articles of Merger are filed with the Florida Secretary of State.

(7) The Articles of Incorporation and the Bylaws of FTF shall remain in effect until amended or changed as provided for in such Bylaws of FTF.

(8) The terms of the Merger, the mode of carrying such terms into effect, and the manner and basis of dissolving the Shareholders' interest in the Merging Company shall be at the effective date and time of the Merger, each Share of the Merging Company shall be canceled and surrendered and shares of FTF shall be issued in replacement.

(9) The Merging Company shall comply with Article IX of the Corporation Law of Panama in so far as is necessary to complete its dissolution in Panama, including executing documents confirming the transfers to FTF.

(10) The parties intend that this transaction shall qualify as a tax-free reorganization under the Internal Revenue Code of the United States, Section 368 (a)(1)(F) as a change of the place of the organization of a corporation, notwithstanding that under the Corporation Law of Panama, the structure of the transaction is characterized as a dissolution.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be signed in their corporate name as of the date and year first written above.

FEARTEL, INC.
A Panama corporation

By: As its: 

FEARTEL, INC.,
a Florida corporation

By: As its: 

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