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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

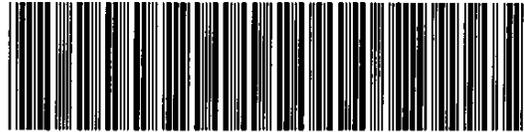
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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06/02/06--01043--022 \*\*70.00

**FILED**  
06 AUG -4 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger*  
*of*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** e-Satellite, Inc.  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Michelle I. Semaan  
(Contact Person)

e-Satellite, Inc.  
(Firm/Company)

7750 W. 26th Street  
(Address)

Hialeah FL 33016  
(City/State and Zip Code)

For further information concerning this matter, please call:

Michelle I. Semaan At (305), 677-0017  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

<sup>no</sup> Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

July 5, 2006

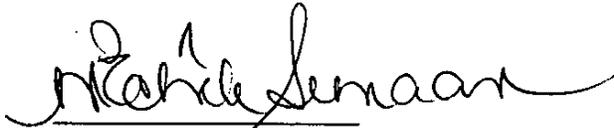
Florida Department of State  
Division of Corporations  
P.O. Box: 6327  
Tallahassee, Fl.  
32314

REF: Merger P02000091210 – e-Sattelite, Inc.

Dear Madame:

As per your request, attached you will find all the necessary documents to file the merge in reference. We included the agreement and plan of merger, requested in your letter 006A00039568 (Copy included).

Thank you for your attention



Michele I. Semaan  
President

RECEIVED  
06 AUG -4 AM 9:00  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 8, 2006

Michele I. Semann  
E-Satellite, Inc.  
7750 W. 26 Ave., Ste. #8  
Hialeah, FL 33016

SUBJECT: E-SATELLITE, INC.  
Ref. Number: P02000091210

We have received your document for E-SATELLITE, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 006A00039568



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 13, 2006

Michele I. Semann  
E-Satellite, Inc.  
7750 W. 26 Ave., Ste. #8  
Hialeah, FL 33016

SUBJECT: E-SATELLITE, INC.  
Ref. Number: P02000091210

We have received your document for E-SATELLITE, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger documents with original signatures were not returned. I phoned several times but was unsuccessful in reaching you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 806A00045051

# ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>e-Satellite, Inc.</u>	<u>Florida</u>	<u>P02000091210</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>WIRELESS DE AMERICA, INC.</u>	<u>FLORIDA</u>	<u>P01000092183</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** \_\_\_\_/\_\_\_\_/\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_

5/8/06 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_

5/8/06 and shareholder approval was not required.

(Attach additional sheets if necessary)



**PLAN OF MERGER**  
**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>e-Satellite, Inc.</u>	<u>Florida</u>

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Wireless DE America, Inc.</u>	<u>Florida</u>
_____	_____
_____	_____
_____	_____
_____	_____

**Third:** The terms and conditions of the merger are as follows:

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*(Attach additional sheets if necessary)*

## **AGREEMENT AND PLAN OF MERGER, AMONG:**

**Merging Corporation: Wireless de America, Inc.**

**Surviving Corporation: e-Satellite, Inc.**

**This agreement and plan of merger is dated as of: 05/08/2006.** Among Wireless de America, Inc. (Wireless) a Florida Corporation and e-Satellite, Inc e-satellite) a Florida Corporation

The respective Board of directors of Wireless de America and e-Satellite have determined that it is advisable that Wireless be merged with and into e-Satellite, (the merger) with e-Satellite continuing as the surviving corporation in the merger (the surviving) pursuant and subject to the terms and conditions of this agreement and applicable law.

Now, therefore the parties agree as follows:

### **Article 1**

**a) Merger:**

Upon the terms and subject to the conditions set forth in this agreement and in accordance with applicable law, at the effective time of the merger wireless shall be merged with and into e-satellite. As a result of the merger, the separate existence of wireless shall cease and e-satellite shall continue as the surviving corporation of the merger.

**b) Effective time of the merger:**

Subject to the terms and conditions of this agreement, the articles of merger (Florida articles of merger) shall be executed and filed with the Secretary of State of the State of Florida in accordance with the Florida Business Corporations act at or as soon as practicable after the closing. The merger shall become effective upon such filing of the Florida Articles of Merger: "The effective time of merger".

**c) Closing:**

The closing of the merger will take place as soon as 05/08/2006 at the offices of e-satellite: 7750 West 26 Ave. #8, Hialeah, Fl. 33016.

**d) Effects of the merger:**

At the effective time of the merger, the effect of the merger should be as provided in the provisions of applicable law. Without limiting the generality of the foregoing, and subject thereto, at the effective time of the merger, all the property, rights, privileges, powers and franchises of wireless and e-satellite shall vest in the surviving corporation (e-satellite) and all debts liabilities and duties of wireless and e-satellite shall become the debts, liabilities and duties of the surviving corporation (e-satellite)

**e) Surviving Corporation articles of incorporation and bylaws; directors and officers:**

At the effective time of the merger the certificate of incorporation and bylaws of e-satellite as in effect immediately prior to the effective time of the merger, shall be the certificate of incorporation and bylaws of the

surviving corporation. The officers and directors of e-satellite immediately prior to the effective time of the merger shall be the officers and directors of the surviving corporation.

## **ARTICLE 2**

### **EFFECT OF THE MERGER ON THE CAPITAL STOCK OF THE CONSTITUENT CORPORATIONS**

#### **Effect of Capital stock:**

As of the time of merger, by virtue of the merger and without any action on the part of e-satellite and wireless or the holders of securities of any of the foregoing:

1) **Conversion of e-satellite capital stock:**

Each share of e-satellite common or preferred stock issued and outstanding immediately prior to the effective time of the merger shall be converted into the right to receive one share of wireless common or preferred stock. Each certificate representing e-satellite common or preferred stock immediately prior to the effective time of the merger shall be deemed, without the need for any exchange or transfer, to represent the same number of shares of wireless common or preferred stock as the case may be.

2) **Cancellation of stock:**

As the effective time of the merger, each share of wireless stock that is issued and outstanding immediately prior to the effective time of the merger shall be cancelled and retired and all rights in respect thereof shall cease to exist without any conversion thereof or payment thereof and no stock of e-satellite or other consideration shall be delivered in exchange thereof.

3) **Tax consequences:**

It is intended by the parties hereto that the merger shall constitute a reorganization within the meaning of section 368 (a) of the code.

## **ARTICLE 3**

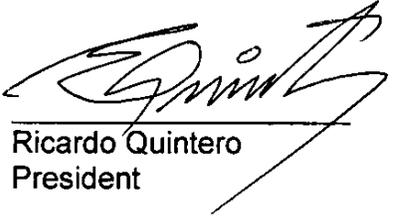
- a) **Directors and management of Wireless after the effective time of the merger:**  
Upon the effective time of the merger, the wireless board of directors will consist of the persons serving as directors of e-satellite immediately prior to the effective time of the merger. In addition, upon the effective time of the merger, wireless management will consist of the persons serving as e-satellite management team immediately prior to the effective time of the merger.
- b) **Consent:** Each of the wireless and e-satellite Presidents declares that obtained the consents and approvals required for consummation of the merger.
- c) **Notices:** All notices and other communication hereunder shall be in writing and should be deemed given if delivered personally or mailed by registered or certified mail to the parties at the following address:

To Wireless and e-Satellite:  
7750 West 26 Ave. #8, Hialeah, Fl. 33016.

- d) Governing Law: This agreement shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Florida.

In witness whereof, wireless and e-Satellite have caused this agreement to be executed and delivered by their respective officers thereunto duly authorized all as the date first writing above:

**Wireless de America, Inc.**



Ricardo Quintero  
President

**e-Satellite, Inc.**



Michele I Semaan  
President