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MERGER OR SHARE EXCHANGE

CNE ACQUISITION CORP. II

Certificate of Status	0
Certified Copy	1
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merger  
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ECONO-COMM, INC., a Florida corporation, G79147

INTO

CNE ACQUISITION CORP. II which changed its name to

**ECONO-COMM, INC.**, a Florida entity, P03000044862

File date: April 23, 2003

Corporate Specialist: Darlene Connell

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**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, F.S.

First: The name of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>CNE Acquisition Corp. II</u>	<u>Florida</u>	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
<u>Econo-Comm. Inc.</u>	<u>Florida</u>	_____


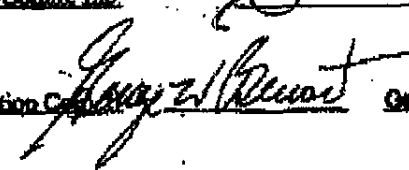
Third: The Plan of Merger is attached.

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

Fifth: Adoption of Merger by surviving corporation  
The Plan of Merger was adopted by the shareholders of the surviving corporation on April 22, 2003.

Sixth: Adoption of Merger by merging corporation  
The Plan of Merger was adopted by the shareholders of the merging corporation on April 22, 2003.

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>Econo-Comm. Inc.</u>		<u>Gary Bichstadt, President</u>
<u>CNE Acquisition Corp. II</u>		<u>George W. Bernik, President</u>

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

The following plan of merger is submitted in compliance with section 607.1101, F.S. 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>CNE Acquisition Corp. II</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Econo-Comm, Inc.</u>	<u>Florida</u>

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

CNE Group, Inc. ("Group"), a Delaware corporation, is acquiring Econo-Comm, Inc. ("EC"), a Florida corporation, by effecting a merger with its wholly-owned subsidiary, CNE Acquisition Corp. II, also a Florida corporation.

**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:

An aggregate of 100 shares of EC Common Stock owned by the EC stockholders is being exchanged for an aggregate of 4,867,938 shares of Group's Series C Preferred Stock and warrants to purchase an aggregate of 4,867,938 shares of Group's Common Stock at the rate of one share of EC Common Stock for 48,679.38 shares of Group's Series C Preferred Stock and 48,679.38 warrants

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**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

The articles of incorporation of the surviving corporation are amended as follows:

**"ARTICLE I NAME**

The name of the corporation shall be : Econo-Comm, Inc."

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