

PO3000069276

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

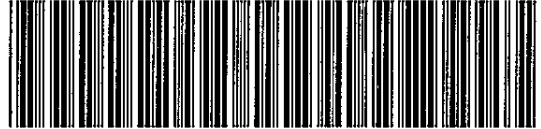
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TALLAHASSEE, FLORIDA

1/5 7/15/04  
[Signature]

.....

John Michaelos  
1240 Mercers Fernery Rd  
Deland, FL 32720  
(386) 736-4892  
(386) 736-4908 fax

<b>To:</b>	Division Of Corporations	<b>Business:</b>	EarthLink Communications/Vanguard Property Group
<b>From:</b>	John Michaelos	<b>Date:</b>	6/29/04
<b>Re:</b>	Articles Of Merger	<b>Pages:</b>	1

.....  
If you have any questions regarding the attached information, please call me at (386) 747-9869.

Thanks

  
John Michaelos

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TRANSMITTAL LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: EarthLink Communications  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John Michaelos  
(Name of person)

\_\_\_\_\_  
(Name of firm/company)

1240 Mercers Fernery Rd  
(Address)

Deland, FL 32720  
(City/state and zip code)

For further information concerning this matter, please call:

John Michaelos at ( 386 ) 747-9869  
(Name of person) (Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

## 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 and jurisdiction of the surviving corporation:

Name

Jurisdiction

Document Number

(If known/ applicable)

Earthlink Communications Inc Florida Corp

P03000069276

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

Name

Jurisdiction

Document Number

(If known/ applicable)

Vanguard Property Group Inc. Florida Corp

P0200011349

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**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 in the future.)

**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 6-29-04

The Plan of Merger was adopted by the board of directors of the surviving corporation on 6-29-04 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 6-29-04

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 6-29-04 and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**


Name of Corporation

Signature

Typed or Printed Name of Individual & Title

EarthLink Communication Inc *JEH/af*

John Michaelus President

Vanguard Property Group Inc. 

John Michaelides President

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:

- 1 - Change name of surviving corporation From EarthLink Communications To M-Tel Inc
- 2 - Add Tessa Michaelos as Vice President

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

## 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:

Name

Jurisdiction

EarthLink Communications Inc Florida

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

Name

Jurisdiction

Vanguard Property Group Inc. Florida

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

Merq Vanguard Property Group with EarthLink Communication  
(surviving)  
; change name to M-Tel Inc

**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:

Combine shares of merging corporation with surviving corporation

(Attach additional sheets if necessary)