

# P03000080602

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## MERGER OR SHARE EXCHANGE

L-com, Inc.

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*Merger*  
*12/19/08*  
*Dr.*

**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>L-com, Inc.</u>	<u>Massachusetts</u>	<u>04-2774490</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Altelicon, Inc.</u>	<u>Florida</u>	<u>P03000080602</u>
<u>Sharper Concepts, Inc.</u>	<u>Florida</u>	<u>P01000024002</u>
<u>Hyperlink Technologies, Inc.</u>	<u>Florida</u>	<u>P94000026515</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.

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 11-25-08 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 11-25-08 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

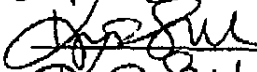
Typed or Printed Name of Individual & Title

Altelicon, Inc.



Kristin A. Nowhall, Vice President and Treasurer

Sharper Concepts, Inc.



Kristin A. Nowhall, Vice President and Treasurer

Hypertlink Technologies, Inc.



Kristin A. Nowhall, Vice President and Treasurer

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AGREEMENT AND PLAN OF MERGER  
OF  
HYPERLINK TECHNOLOGIES, INC., SHARPER CONCEPTS, INC.,  
AND ALTELICON, INC.  
WITH AND INTO  
L-COM, INC.

THIS AGREEMENT AND PLAN OF MERGER (this "*Merger Agreement*") is dated the 25th day of November, 2008, and is made by and between L-Com, Inc., a Massachusetts corporation ("*L-Com*"), Hyperlink Technologies, Inc., a Florida corporation ("*Hyperlink*"), Sharper Concepts, Inc., a Florida corporation ("*Sharper*"), and Altelicon, Inc., a Florida corporation ("*Altelicon*"), and together with L-Com, Hyperlink, and Sharper, sometimes collectively referred to as the "*Constituent Companies*").

**WITNESSETH:**

WHEREAS, L-Com is the sole shareholder of Hyperlink, Sharper, and Altelicon.

WHEREAS, the Board of Directors of L-Com has determined that it is advisable and in the best interests of L-Com to merge Hyperlink, Sharper, and Altelicon with and into L-Com upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and the covenants, provisions and agreements contained in this Agreement, and for other good and valuable consideration had and received, L-Com, Hyperlink, Sharper, and Altelicon hereby agree as follows:

**TERMS AND CONDITIONS**

1. The Surviving Company. Effective upon the Effective Time (as defined below), Hyperlink, Sharper, and Altelicon shall merge themselves with and into L-Com pursuant to the laws of the State of Massachusetts and the laws of the State of Florida and the terms and conditions of this Merger Agreement (the "*Merger*"), and L-Com shall be the surviving entity resulting from the merger (the "*Surviving Company*").
2. Effective Time of the Merger. L-Com shall file certificates of merger attached hereto as Exhibit A (the "*Certificates of Merger*") with the Secretary of State of Massachusetts and the Secretary of State of Florida as soon as practicable after the execution and delivery of this Merger Agreement by the parties hereto, and shall take such further steps as shall be required to cause the merger to be effective as of the Effective Time. The Merger shall become effective as of the date and time of the filing of such Certificates of Merger with the Secretary of State of Massachusetts and the Secretary of State of Florida (the "*Effective Time*").
3. Effects of the Merger.
  - (a) Cessation of Existence of Opti-Flow. At the Effective Time, the separate existence of Hyperlink, Sharper and Altelicon shall cease, and Hyperlink, Sharper and Altelicon shall be merged with and into L-Com. L-Com shall be the Surviving Company.

(b) Assets and Liabilities of the Surviving Company: Rights of Creditors.

- (i) L-Com shall be the Surviving Company, shall remain a wholly-owned subsidiary of Interconnect Holding Company, a Delaware corporation ("Interconnect"), and shall continue to be governed by and exist under the laws of the State of Massachusetts, and the separate corporate existence of L-Com and all of its property, rights, privileges, powers and franchises, and all of its debts, liabilities and duties as a corporation organized under the laws of the State of Massachusetts shall continue unaffected by the Merger.
- (ii) The separate existence of Hyperlink, Sharper and Altelicon shall cease, except whenever a conveyance, assignment, transfer, deed or other instrument or act is necessary to vest property or rights in the Surviving Company, the officers of Hyperlink, Sharper and/or Altelicon, as necessary, shall execute, acknowledge and deliver such instruments and do such acts, and for such purposes, the existence of Hyperlink, Sharper and Altelicon and the authority of their directors and officers shall continue notwithstanding the Merger.
- (iii) The Surviving Company shall possess all of the assets and property of every description of each of the Constituent Companies, and every interest in the assets and property, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Companies, shall vest, or continue to be vested, as the cases may be, in the Surviving Company without further act or deed, and title to any real property or any interest in real property vested in either of the Constituent Companies shall not revert or be impaired in any way by reason of the Merger.
- (iv) The Surviving Company shall be liable for all of the obligations of each of the Constituent Companies, and any claim existing or action or proceeding pending by or against Hyperlink, Sharper or Altelicon may be prosecuted to judgment with right of appeal by the Surviving Company as if the Merger had not occurred, or the Surviving Company may be substituted for Hyperlink, Sharper or Altelicon.
- (v) All of the rights of the creditors of each of the Constituent Companies shall be preserved unimpaired, and all liens upon the property of either of the Constituent Companies shall be preserved unimpaired on only such property as was affected by such liens immediately prior to the Effective Time.

(c) Place of Business of Surviving Company. The current principal office of L-Com shall be the principal office of the Surviving Company as of the Effective Time.

4. Organizational Documents of the Surviving Company.

(a) Certificate of Incorporation. The Certificate of Incorporation of L-Com, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Company until altered, amended or repealed in accordance with provisions thereof and the Massachusetts Business Corporation Act (the "MBCA").

(b) Bylaws. The Bylaws of L-Com, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Company until altered, amended or repealed in accordance with provisions thereof and the MBCA.

(c) Officers and Directors. The officers and directors of L-Com, as in effect immediately prior to the Effective Time, shall be the officers and directors of the Surviving Company, until the earlier of their death, resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

5. Shares of the Constituent Companies.

(a) Shares of Hyperlink, Sharper and Altelicon. At the Effective Time, the shares of Hyperlink, Sharper and Altelicon outstanding immediately prior to the Effective Time (all of which are held by L-COM) shall be cancelled, extinguished and shall cease to exist, and no payment will be made with respect thereto.

(b) Shares of L-Com. At the Effective Time, all of the issued and outstanding shares of L-Com held by Interconnect, as the sole stockholder of L-Com, shall continue to be the sole shares outstanding of the Surviving Company. Interconnect shall remain the sole stockholder of the Surviving Company.

6. Approval and Authorization. This Merger Agreement has been approved by the Board of Directors of L-Com.

7. Miscellaneous.

(a) Captions and Counterparts. The captions in this Merger Agreement are for convenience only and shall not be considered a part of, or to affect the construction or interpretation, of any provision of this Merger Agreement. This Merger Agreement may be executed in two or more counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument.

(b) Governing Law. This Merger Agreement shall be governed by, and construed and interpreted in accordance with, the laws of the State of Massachusetts.

*(Signatures are on the following page)*

IN WITNESS WHEREOF, this Merger Agreement is signed by the Vice President of L-Com and the Vice Presidents of each of Hyperlink, Sharper, and Altelicon.

L-COM, INC.

By:   
Name: Kristin A. Newhall  
Title: Vice President

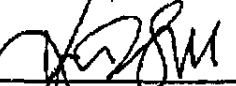
HYPERLINK TECHNOLOGIES, INC.

By:   
Name: Kristin A. Newhall  
Title: Vice President

SHARPER CONCEPTS, INC.

By:   
Name: Kristin A. Newhall  
Title: Vice President

ALTELICON, INC.

By:   
Name: Kristin A. Newhall  
Title: Vice President