

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000253431 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

EFFECTIVE DATE

12/01/05

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

04 DEC 27 PM 4:43
TALLAHASSEE, FLORIDA

FILED

MERGER OR SHARE EXCHANGE
COMMUNICATION SOLUTIONS GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

01/04/05

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
COMMUNICATION SOLUTIONS GROUP, INC.	FLORIDA	P04000162951

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
COMMUNICATION SOLUTIONS GROUP, INC.	NEW YORK	N/A
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 01 / 01 / 2005 (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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 13, 2004 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 December 13, 2004.

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

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

**Communication Solutions
Group, Inc. (Florida)**

Nicholas Ventakum

Nicholas Vertolino, President

Communication Solutions
Group, Inc. (New York)

Nicholas J. Venturino

Nicholas Vertolino, President

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

COMMUNICATION SOLUTIONS GROUP, INC.

Jurisdiction

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

COMMUNICATION SOLUTIONS GROUP, INC.

Jurisdiction

NEW YORK

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

The merger is intended to qualify as a "reorganization" as described in section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

All assets, liabilities, contracts, accounts, bank accounts of the merged company shall be transferred to the surviving 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:

For each share surrendered, each holder of shares in the merged company shall be issued one equal share in the surviving corporation, with equivalent rights and obligations.

(Attach additional sheets if necessary)

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:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

The Bylaws of Communication Solutions Group, Inc. (A Florida Corporation) are adopted as the bylaws of the surviving constituent company.