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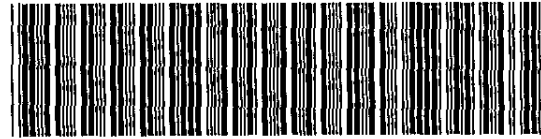
(Business Entity Name)

(Document Number)

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FILED
04 DEC 30 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-04

Merger
@. Ombudsman DEC 30 2004



CORPORATION SERVICE COMPANY

File 2nd

ACCOUNT NO. : 072100000032

REFERENCE : 115417 6258A

AUTHORIZATION *Patricia Pignatelli*

COST LIMIT : \$ 70.00

ORDER DATE : December 30, 2004

ORDER TIME : 10:36 AM

ORDER NO. : 115417-015

CUSTOMER NO: 6258A

CUSTOMER: William L. Owens, Esq
Bond Schoeneck & King, P.a.
Suite 250
4001 Tamiami Trail North
Naples, FL 34103

ARTICLES OF MERGER

SPECTRA CONNECT, INC.

INTO

SPECTRA CONNECT, INC.

*****EFFECTIVE DATE: 12/31/04

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

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)
Spectra Connect, Inc.	Florida	

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 TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Spectra Connect, Inc.	New York	N/A
_____	_____	_____
_____	_____	_____
_____	_____	_____

EFFECTIVE DATE
12-31-04

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 12 / 31 / 04 (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 12/30/04.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 12/30/04.

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

Spectra Connect, Inc., a

David T. Hamblett, President

Florida corporation

Spectra Connect, Inc., a

David T. Hamblett, President

New York corporation

Blank lines for additional entries in the signature table.

PLAN OF MERGER

BETWEEN

SPECTRA CONNECT, INC.
(a New York corporation)

AND

SPECTRA CONNECT, INC.
(a Florida corporation)

This Plan of Merger is made and entered into on the 30th day of December, 2004, by and between Spectra Connect, Inc., a New York corporation (the "Merging Corporation"), and Spectra Connect, Inc., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merging Corporation is a corporation organized and existing under the laws of the State of New York, its Certificate of Incorporation having been filed in the Department of State of the State of New York on September 1, 2000 under the name PJH Incorporated, as amended on May 2, 2001 to Spectra Connect, Inc.;

WHEREAS, the Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Florida on December 30, 2004;

WHEREAS, the aggregate number of shares of capital stock the Surviving Corporation has authority to issue is 200 shares of common stock, no par value, of which, 20 shares are issued and outstanding;

WHEREAS, the aggregate number of shares of capital stock the Merging Corporation has authority to issue is 200 shares of common stock, no par value, of which, 20 shares are issued and outstanding;

WHEREAS, the Board of Directors and the Shareholders of the Merging Corporation and the Board of Directors and the Shareholders of the Surviving Corporation deem it advisable that the Merging Corporation be merged with and into the Surviving Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Florida and New York, respectively, which permit such merger;

NOW, THEREFORE, in consideration of the promises and of the agreements, covenants and provisions hereinafter contained, the Merging Corporation and the Surviving Corporation hereby agree as follows:

ARTICLE I

The Merging Corporation and the Surviving Corporation shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Florida and of the State of New York, by the Merging Corporation merging with and into the Surviving Corporation, which shall be the surviving corporation.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of Florida and of the State of New York on December 31, 2004 (the time when the merger shall so become effective being sometimes hereinafter referred to as the "Effective Time"):

1. The Merging Corporation shall merge with and into the Surviving Corporation and the separate existence of the Merging Corporation shall cease.

2. From and after the Effective Time of the merger, all of the estate, property, rights, privileges, powers and franchises of the Merging Corporation shall become vested in and be held by the Surviving Corporation, as fully and entirely and without change or diminution as the same were before held and enjoyed by the Merging Corporation, and the Surviving Corporation shall assume all of the obligations and liabilities of the Merging Corporation.

3. The Articles of Incorporation and By-laws of the Surviving Corporation as they exist at the Effective Time shall be and remain the Articles of Incorporation and By-laws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein.

4. The Merging Corporation is authorized to issue 200 shares of common stock, no par value, of which 20 shares are issued and outstanding, all of which entitle the holders thereof to vote. The Surviving Corporation is authorized to issue 200 shares of common stock, no par value, of which 20 shares are issued and outstanding, all of which entitle the holder thereof to vote. At the Effective Time, the outstanding shares of the Merging Corporation shall be deemed cancelled and all the issued and outstanding shares of the Surviving Corporation shall remain issued and outstanding.

5. The Board of Directors and officers of the Surviving Corporation in office immediately prior to the Effective Time, together with such additional persons as may thereafter be elected or appointed, as applicable, shall serve as the Board of Directors and officers of the Surviving Corporation from and after the Effective Time in accordance with the Articles of Incorporation and By-laws of the Surviving Corporation and their respective terms of office shall not be changed as a result of the merger.

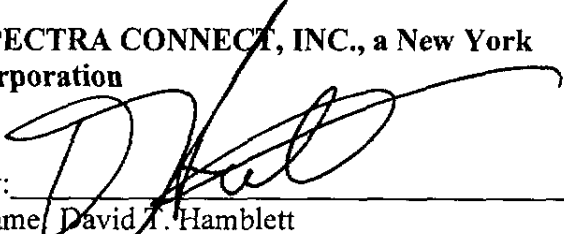
ARTICLE III

The Merging Corporation agrees that it may be served with process in the State of Florida and the State of New York in any proceeding for enforcement of any obligation of the Merging Corporation or the Surviving Corporation, as well as for enforcement of any obligation of the Merging Corporation or the Surviving Corporation arising from this merger, and irrevocably appoints the Secretary of State of the State of Florida and Secretary of State of the State of New York as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Corporation at 20832 Pinehurst Greens Drive, Estero, Florida 33928.


IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation, pursuant to the approval and authority duly given by resolutions adopted by each corporation's Board of Directors and Shareholders under applicable law, have caused this Plan of Merger to be executed by an authorized officer of each party thereto.

[Remainder of page intentionally left blank.]

**SPECTRA CONNECT, INC., a New York
corporation**

By: 
Name: David T. Hamblett
Title: President

**SPECTRA CONNECT, INC., a Florida
corporation**

By: 
Name: David T. Hamblett
Title: President