

Division of Corporations
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Florida Department of State
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MERGER OR SHARE EXCHANGE

Teklinks, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

(Profit Corporations)

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The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Teklinks, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Teklinks IT, Inc.	Florida	

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 Feb. 19, 2008.

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 Feb. 19, 2008.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on Feb. 19, 2008 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Teklinks, Inc. a Delaware corporation



Stuart Raburn, President

Teklinks IT, Inc., a Florida corporation



Stuart Raburn, President

AGREEMENT AND PLAN OF MERGER
BETWEEN TEKLINKS, IT, INC.,
A Florida Corporation
AND TEKLINKS, INC.,
A Delaware Corporation
DATED AS OF FEBRUARY 19, 2008

AGREEMENT AND PLAN OF MERGER, dated as of February 19, 2008 (this "Agreement"), between **TEKLINKS, IT, INC.**, a Florida corporation ("TK-FL"), and **TEKLINKS, INC.**, a Delaware corporation (the "Company"). The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

W I T N E S S E T H

WHEREAS, upon the terms and subject to the conditions of this Agreement and in accordance with applicable law, TK-FL, **TEKLINKS, INC.**, an Alabama corporation ("TK-Alabama"), **TEKLINKS, INC.**, a Mississippi Company ("TK-MS") and the Company have entered into a restructuring transaction pursuant to which TK-Alabama which is the parent company of TK-FL and TK-MS, merged with and into the Company, which has become the parent company, and TK-FL and TK-MS will merge into the Company (collectively, the "Merger");

WHEREAS, the Board of Directors of each of the Company, TK-Alabama, TK-FL and TK-MS (i) has determined that the Merger is fair to, advisable to and in the best interests of the Company, TK-Alabama, TK-FL and TK-MS, and each of their respective shareholders and have approved this Agreement, the Merger and the other transactions contemplated by this Agreement and (ii) will recommend the approval of this Agreement by the Company, TK-Alabama, TK-FL and TK-MS, respectively; and

WHEREAS, certain capitalized terms used in this Agreement are defined in Section 9.02 of this Agreement.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, the parties hereto hereby agree as follows:

**ARTICLE I
THE MERGER**

SECTION 1.01. The Merger.

Upon the terms and subject to the conditions set forth herein, and in accordance with the Florida Business Corporation Act ("FBCA"), on the Effective Date (as defined in Section 1.02), TK-FL shall be merged with and into the Company. As a result of the Merger, all shares of TK-FL, 100% of which are owned by the Company, shall be cancelled, the separate corporate existence of TK-FL shall cease and the Company shall continue as the surviving corporation of the Merger (the "Surviving Corporation").

SECTION 1.02. Closing; Effective Date.

Promptly as practicable following the execution hereof, the Surviving Corporation hereto shall cause articles of merger (the "Articles of Merger") to be filed with the Secretary of State of the State of Florida, in such form as is required by, and executed in accordance with, the relevant provisions of the FBCA. The Articles of Merger shall be effective on the date of filing with the Secretary of State of the State of Florida ("Effective Date").

SECTION 1.03. Effect of the Merger.

At the Effective Date, the effect of the Merger shall be as provided in the applicable provisions of the FBCA and DGCL. Without limiting the generality of the foregoing, and subject thereto, at the Effective Date all the property, rights, privileges, powers and franchises of each of the Company and TK-FL shall vest in the Surviving Corporation, and all debts, liabilities,

obligations, restrictions, disabilities and duties of each of the Company and TK-FL shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation.

SECTION 1.04. Articles of Incorporation; By-laws.

(a) At the Effective Date, the Certificate of Incorporation of the Company shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided by law and such Certificate of Incorporation.

(b) At the Effective Date, the By-laws of the Company, as in effect immediately prior to the Effective Date, shall be the By-laws of the Surviving Corporation until thereafter amended as provided by law and such By-Laws.

SECTION 1.05. Directors and Officers.

The directors of the Company immediately prior to the Effective Date shall continue as the directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and By-laws of the Company, and the officers of the Company immediately prior to the Effective Date shall continue as the officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.

ARTICLE II CANCELLATION OF SHARES

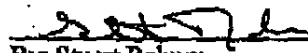
2.01. Cancellation of Shares.

At the Effective Date, by virtue of the Merger and without any action on the part of TK-FL, TK-Alabama, the Surviving Corporation or the holders of any securities, pursuant to this Agreement, the Articles of Merger and the FBCA and DGCL, each share, or fraction thereof, of TK-FL Stock held in the treasury of TK-FL or which is issued and outstanding immediately prior

to the Effective Date shall be cancelled and extinguished without any conversion thereof and no payment or distribution shall be made with respect thereto.

IN WITNESS WHEREOF, each of TK-FL and the Surviving Corporation has executed or has caused this Agreement to be executed by its respective officers thereunto duly authorized as of the date first written above.

TEKLINKS, IT, INC., a Florida Corporation


By: Stuart Raburn
Its: President

TEKLINKS, INC., a Delaware Corporation


By: Stuart Raburn
Its: President