

PO6000137128

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SECRETARY OF STATE  
TALAMON BUILDING  
HARRISBURG, PA 17122

10 DEC 27 PM 1:38

APPROVED  
FILED

*Meppel*  
12/27/10

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** PHONETIME NETWORKS INCORPORATED  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jeffrey Katz  
Contact Person

JDKatz, P.C.  
Firm/Company

4733 Bethesda Avenue, Ste 345  
Address

Bethesda, MD 20814  
City/State and Zip Code

jeffrey@jdkatz.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeffrey Katz At ( 301 ) 913-2948  
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

# ARTICLES OF MERGER

(Profit Corporations)

10 DEC 27 PM 1:38  
 SECRETARY OF STATE  
 TREASURY DEPARTMENT  
 HALL OF RECORDS  
 1115 GUY WOOD BLVD  
 TALLAHASSEE, FL 32399-0000

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)
PhoneTime Networks, Inc.	Florida	P06000137128

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Symphony Holdings, Inc.	Virginia	VA SCC No. 0654133-8

**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

12/12/10 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

12/12/10 and shareholder approval was not required.

*(Attach additional sheets if necessary)*

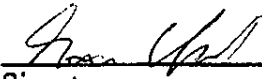
**PLAN AND AGREEMENT OF MERGER OF  
PHONE TIME NETWORKS, INC. AND SYMPHONY HOLDINGS, INC.**

The undersigned, on behalf of the corporations set forth below, pursuant to §607.1101, Florida Statutes and Title 13.1, Chapter 9, Article 12 of the Code of Virginia, state and adopt as follows:

1. Symphony Holdings, Incorporated ("SHI"), a Virginia corporation, shall merge with Phone Time Networks, Inc. ("PNI"), a Florida corporation formed under the laws of that state. Phone Time Networks, Inc. will survive the merger as the sole corporation, and shall cease business operations in Virginia.
2. SHI is a Virginia corporation authorized to issue stock, which is wholly-owned by PhoneTime, Inc., a Canadian corporation ("PhoneTime"). PNI is a Florida corporation authorized to issue stock, and is also wholly-owned by PhoneTime, as its subsidiary. Each entity shall authorize this Plan of Merger through its Board of Directors by unanimous consent adoption of the Plan of Merger. Pursuant to the terms of the merger, PNI will be the surviving entity, and SHI will cease to exist and will be dissolved.
3. This proposal for merger and consolidation shall merge SHI into PNI, with PNI acquiring all of the assets, subject to the liabilities, of SHI in accordance with the laws of both Virginia and Delaware. Any creditor of SHI shall pursue its claims against PNI, with PNI liable for all valid claims. A copy of this Plan shall be deposited with the Secretary of State, State Corporation Commission, and/or other entity as may be required by the laws of Virginia, Florida, or Delaware.
4. No payment shall be made by either entity, other than a conversion of stock of SHI to stock of PNI. Each outstanding issued share of SHI stock shall be redeemed and exchanged for one (1) share of PNI stock, to be issued upon confirmed receipt and filing of the Articles of Merger in both Florida and Virginia or as soon as practicable thereafter. All other outstanding rights of PhoneTime with regard to converting or redeeming SHI stock, and options associated therewith, shall be waived in lieu of the share exchange stated above.



Executed in the name of Symphony Holdings, Inc. by:

  
\_\_\_\_\_  
Signature

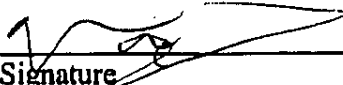
12-16-10  
Date

\_\_\_\_\_  
Gary Clifford (printed)

\_\_\_\_\_  
Title

0654133-8  
VA SCC ID No.

Executed in the name of PhoneTime Networks, Inc. by:

  
\_\_\_\_\_  
Signature

12/16/10  
Date

\_\_\_\_\_  
Mike Vazquez (printed)

\_\_\_\_\_  
Title

P06000137128  
Florida ID. No.