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MERGER OR SHARE EXCHANGE

Cambridge Communications Group, Inc.

Certificate of Status	0
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Merger

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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)
CAMBRIDGE COMMUNICATIONS GROUP, INC.	FLORIDA	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CAMBRIDGE COMMUNICATIONS GROUP, INC.	MASSACHUSETTS	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 / / (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
JANUARY 1, 2007 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 20, 2006.

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 of an Officer or Director

Typed or Printed Name of Individual & Title

CAMBRIDGE COMMUNICATIONS GROUP, INC.

Walter J. Lefkowitz

WILLIAM J. LESTAGE, PRESIDENT

CAMBRIDGE COMMUNICATIONS GROUP, INC.

Walter Lutz

WILLIAM J. LESTAGE, PRESIDENT

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER AND REORGANIZATION entered into by and between Cambridge Communications Group, Inc., a Massachusetts corporation (the "Terminating Corporation") and Cambridge Communications Group, Inc., a Florida corporation (the "Surviving Corporation").

WHEREAS, the parties have agreed to merge the Terminating Corporation into the Surviving Corporation, pursuant to a plan of reorganization intended to qualify as a so-called "F" reorganization pursuant to Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended;

WHEREAS, as of the Effective Date, as defined herein, the shareholders of the Terminating Corporation shall contribute all of their shares in the Terminating Corporation on the basis of one share of stock in the Terminating Corporation for one share of stock in the Surviving Corporation;

NOW, THEREFORE, in consideration of the mutual premises herein set forth, the parties hereto agree as follows:

1. Merger. On the Effective Date (as defined in Section 2 below), the Terminating Corporation shall be merged into the Surviving Corporation. From and after the Effective Date, the separate existence of the Terminating Corporation shall cease in accordance with the provisions of Chapter 156D of the Massachusetts General Laws.

2. Consummation of Merger. Promptly following the execution hereof, the parties hereto shall cause to be filed with the Florida Secretary of State Articles of Merger and Plan of Merger in such forms as are required by applicable law, and shall cause to be filed with the Massachusetts Secretary of the Commonwealth Articles of Merger. Said filings shall be made effective as of January 1, 2007, which shall be the "Effective Date" as that term is used in this Agreement.

3. Articles of Organization, etc. The Articles of Organization and By-Laws of the Surviving Corporation and the officers and directors of the Surviving Corporation shall not be changed by the merger. The purposes of the Surviving Corporation shall remain the same upon the effective date of the merger. The amount of authorized shares of stock of the Surviving Corporation shall remain the same upon the effective date of the merger, so that there shall be 200,000 authorized shares of one class of Common Stocks, no par value, of the Surviving Corporation upon the effective date of the merger.

4. Conversion of Shares. As of the Effective Date, by virtue of the merger and without any action on the part of the holders thereof, each share of common stock of the Terminating Corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into one issued and outstanding share of common stock of the Surviving Corporation. Immediately following such conversion on the Effective Date, each of the issued and outstanding shares of the Terminating Corporation shall be extinguished.

5. Property and Liabilities. The Surviving Corporation shall succeed to all of the estate, property, rights, privileges, power and franchises of the Terminating Corporation and all of the property of the Terminating Corporation, whether real, personal, or mixed; and all of the liabilities of the Terminating Corporation shall be assumed by the Surviving Corporation.

6. Indemnity. As of the Effective Date, the Surviving Corporation agrees to indemnify, defend and hold harmless the Terminating Corporation and its directors, officers, shareholders and employees, from and against any and all loss, liability, damage or deficiency (including reasonable attorneys' fees) arising out of the liabilities and obligations of the Terminating Corporation which by virtue of the merger are assumed by the Surviving Corporation hereunder.

7. Cooperation. Each of the parties hereto agrees to use its best efforts to take, or cause to be taken, all action and to cause to be done all things necessary, proper or advisable under applicable laws to effectuate the merger, including executing, filing and/or recording any document or documents prescribed by the laws of the State of Florida and the Commonwealth of Massachusetts.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed under seal effective as of the 1st day of January, 2007.

TERMINATING CORPORATION:

CAMBRIDGE COMMUNICATIONS
GROUP, INC.

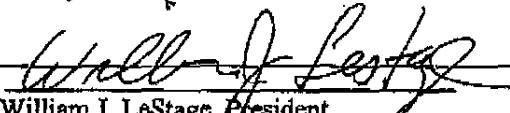
By:


William J. LeStage, President

SURVIVING CORPORATION:

CAMBRIDGE COMMUNICATIONS
GROUP, INC.

By:


William J. LeStage, President

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