

PO 7000034616

(Requestor's Name)

(Address)

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(Business Entity Name)

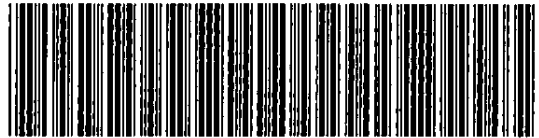
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FILED
10 APR 28 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
C.COULLIETTE

APR 30 2010

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CVC Int'l, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Bernard A. Fried

Contact Person

Flint Telecom Group, Inc.

Firm/Company

7500 College Blvd., Suite 500

Address

Overland Park, KS 66210

City/State and Zip Code

talidurant@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tali Durant

Name of Contact Person

At (561)

339-2912

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)

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)
CVC Int'l, INC.	Florida	P07000034616

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
StarCom Alliance, Inc.	Florida	P07000131456
Phone House of Florida, Inc.	Florida	P08000024181
Dial-Tone Communication, Inc.	Florida	P07000082131
_____	_____	_____
_____	_____	_____

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 April 26, 2010.

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 April 26, 2010.

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)

10 APR 28 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Typed or Printed Name of Individual & Title

Bernard A. Fried, Director

Bernard A. Fried, Director

Bernard A. Fried, Director

Bernard A. Fried, Director

[illegible]

1000

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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
CVC Int'l, Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
StarCom Alliance, Inc.	Florida
Phone House of Florida, Inc.	Florida
Dial-Tone Communication, Inc.	Florida
_____	_____
_____	_____

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

At the Effective Time, StarCom Alliance, Inc., Phone House of Florida, Inc. and Dial-Tone Communication, Inc. (together, the "Targets") shall be merged with and into CVC INT'L, Inc. (the "MERGER"). As a result of the Merger, the separate corporate existence of Targets shall cease and CVC INT'L, Inc. shall continue as the surviving corporation of the Merger, under the corporate name it possesses immediately prior to the effective date and CVC INT'L, Inc. shall succeed to and assume all of the rights and obligations of Targets in accordance with the laws of Florida.

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:

All shares of Targets common stock issued and outstanding immediately prior to the Effective date will be canceled and extinguished and automatically converted into the right to receive one share of CVC INT'L, Inc.

(Attach additional sheets if necessary)