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TALLAHASSEE, FLORIDA

Morger
9/28/09

LAW OFFICES
WEST & FEINBERG, P.C.

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MARC R. FEINBERG (MD, DC)
LAWRENCE S. STERN (MD)
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JOE L. LERONE (MD, DC, FL, VA)
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ERICA F. GLOGER (MD, DC, NY)
JAMES M. PEPPE (MD, DC)
JENNIFER L. GUREVITZ* (FL)

*Not admitted in Maryland

SUITE 775N
4550 MONTGOMERY AVENUE
BETHESDA, MARYLAND 20814
(301) 951-1500
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WRITER'S DIRECT NUMBER:
301-951-1500

EMAIL: psampson@wflaw.com

September 24, 2009

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Transcentury Communications, Inc.
Our File No. 23662.1

Ladies/Gentlemen:

Please file the enclosed Articles of Merger for the above entity as soon as possible. Our check in the amount of \$25 is enclosed for the filing fee. The acknowledgment should be returned directly to me.

Please give me a call if you have any questions.

Sincerely yours,



Polly S. Sampson
Corporate Paralegal

PSS/aks

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: TRANSCENTURY COMMUNICATIONS, 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:

POLLY S. SAMPSON, SECRETARY

Contact Person

WEST & FEINBERG, P.C.

Firm/Company

4550 MONTGOMERY AVE STE 775N

Address

BETHESDA, MD 20814

City/State and Zip Code

psampson@wflaw.com

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

For further information concerning this matter, please call:

POLLY S. SAMPSON

Name of Contact Person

At (301)

951-1500

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

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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)
TRANSCENTURY COMMUNICATIONS, INC.	FLORIDA	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
TRANSCENTURY COMMUNICATIONS, INC.	VIRGINIA	

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 September 24, 2009.

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 September 24, 2009.

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)

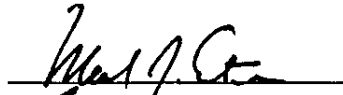
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

TRANSCENTURY COMMUNICATIONS, INC.



MARK J. ESTREN, PRESIDENT 9/24/09

TRANSCENTURY COMMUNICATIONS, INC.



MARK J. ESTREN, PRESIDENT 9/24/09

PLAN OF MERGER

BETWEEN

**TRANSCENTURY COMMUNICATIONS, INC.
(A Virginia Corporation)**

AND

**TRANSCENTURY COMMUNICATIONS, INC.
(A Florida Corporation)**

This Plan of Merger made and entered into this 24th day of September, 2009 (hereinafter referred to as the "Agreement") by and between Transcentury Communications, Inc., a Virginia corporation (hereinafter referred to "Merging Corporation") and Transcentury Communications, Inc., a Florida corporation (hereinafter referred to "Surviving Corporation").

WITNESSETH:

WHEREAS, Merging Corporation is a corporation duly organized and validly existing under the laws of the Commonwealth of Virginia;

WHEREAS, Surviving Corporation is a corporation duly organized and validly existing under the laws of the State of Florida;

WHEREAS, the Board of Directors of each of said corporations deem it advisable and for the benefit of each of said corporations and their respective Stockholder that Merging Corporation merge itself into Surviving Corporation.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and between the parties hereto, subject to the approval and adoption of this Agreement by the respective Stockholder of each of the Corporations, and subject to the conditions hereinafter set forth, that Merging Corporation be merged into Surviving Corporation, the corporate existence of which shall be continued under the Surviving Corporation, and thereafter the individual existence of Merging Corporation shall cease. In accordance with 607.1101, Florida Statutes and Section 13.1-716 of the Virginia Code, the terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect and the manner of converting the shares of Merging Corporation are as follows:

1. Transcentury Communications, Inc., a Virginia stock corporation ("Merging Corporation") and Transcentury Communications, Inc., a Florida stock corporation ("Surviving Corporation") have agreed that the Merging Corporation shall merge with and into the Surviving Corporation and the separate corporation existence of the Merging Corporation shall cease.

2. 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: On the Effective Date of the merger each share of issued and outstanding common stock of the Merging Corporation shall be surrendered, without consideration. No shares of the common stock of the surviving Corporation shall be issued upon the merger.

3. The Surviving Corporation's Articles of Incorporation shall not be amended by the Articles of Merger.

4. The Surviving Corporation's Bylaws shall not be amended by the Articles of Merger.

IN WITNESS WHEREOF, Surviving Corporation and Merging Corporation have each caused this Plan of Merger to be executed on their respective behalves and their respective corporate seals affixed and the foregoing attested, all by their respective duly authorized officers on the 24th day of September, 2009.

ATTEST:

TRANSCENTURY COMMUNICATIONS,
INC., MERGING CORPORATION

By: Mark J. Estren
Mark J. Estren, Secretary

By: Mark J. Estren
Mark J. Estren, President

(Corporate Seal)

ATTEST:

TRANSCENTURY COMMUNICATIONS,
INC., SURVIVING CORPORATION

By: Mark J. Estren
Mark J. Estren, Secretary

By: Mark J. Estren
Mark J. Estren, President

(Corporate Seal)