

P10000062884

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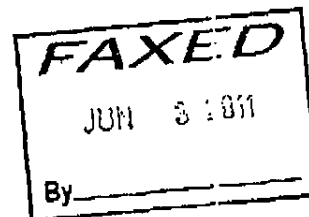
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**MERGER OR SHARE EXCHANGE  
GO WIRELESS, INC.**

Certificate of Status	0
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June 6, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

GO WIRELESS OF NEVADA, INC.  
9970 W. CHEYENNE AVE.  
LAS VEGAS, NV 89129US

SUBJECT: GO WIRELESS OF NEVADA, INC.  
REF: P10000062884

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes.

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Annette Ramsey  
Regulatory Specialist II

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## ARTICLES OF MERGER

Pursuant to Sections 607.1105 and 607.1107 of the Florida Statutes, the undersigned corporations executed the following Articles of Merger:

**FIRST:** The name, type of entity and state of incorporation of each of the constituent entities (each a "Constituent Entity" and collectively, the "Constituent Entities") are as follows:

<u>Name of Constituent Entity:</u>	<u>Type of Entity</u>	<u>State of Incorporation</u>
<b>Surviving Corporation:</b>		
Go Wireless, Inc.	Corporation	Nevada
<b>Merging Corporations:</b>		
Go Wireless of Nevada, Inc.	Corporation	Alabama
Go Wireless of Nevada, Inc.	Corporation	Florida
Go Wireless of Nevada, Inc.	Corporation	Illinois
Go Wireless of Nevada, Inc.	Corporation	New Jersey
Go Wireless of Nevada, Inc.	Corporation	New York
Go Wireless of Nevada, Inc.	Corporation	Pennsylvania
Go Wireless of Nevada, Inc.	Corporation	Kansas
Go Kiosk, Inc.	Corporation	Massachusetts

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**SECOND:** On June 3, 2011, the Constituent Entities entered into an Agreement and Plan of Merger (the "Plan of Merger"), which has been approved, adopted, and executed by each of the Constituent Entities, a copy of which is attached hereto as Exhibit A.

**THIRD:** Pursuant to the Plan of Merger, the name of the surviving corporation is Go Wireless, Inc., a Nevada corporation (the "Surviving Corporation").

**FOURTH:** On June 3, 2011, the Plan of Merger was approved and adopted by action of the sole stockholder of each Constituent Entity in accordance with the laws of the state of its organization.

**FIFTH:** The Articles of Incorporation of Go Wireless, Inc. shall be the Articles of Incorporation of the Surviving Corporation, with no amendments thereto.

**SIXTH:** The complete signed Plan of Merger is on file at 9970 W. Cheyenne Avenue, Las Vegas, Nevada 89129, the principal place of business of the Surviving Corporation.

**SEVENTH:** A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the Constituent Entities.

**EIGHTH:** Said merger shall be effective on June 9, 2011, which is not more than 30 days after the date these Articles of Merger were filed.

**NINTH:** The Surviving Corporation is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligations or the rights of dissenting shareholders of each Florida corporation that is a Constituent Entity.

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TENTH: the Surviving Corporation has agreed to promptly pay to the dissenting stockholders of each domestic corporation that is a Constituent Entity the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

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EXECUTED the 6<sup>th</sup> day of June, 2011.

## SURVIVING CORPORATION:

Go Wireless, Inc.  
a Nevada corporationBy: K. Elder  
Kevin R. Elder  
President and Chief Executive Officer

## MERGING CORPORATIONS:

Go Wireless of Nevada, Inc.  
an Alabama corporationBy: K. Elder  
Kevin R. Elder  
President and Chief Executive OfficerGo Wireless of Nevada, Inc.  
a Florida corporationBy: K. Elder  
Kevin R. Elder  
President and Chief Executive OfficerGo Wireless of Nevada, Inc.  
an Illinois corporationBy: K. Elder  
Kevin R. Elder  
President and Chief Executive OfficerGo Wireless of Nevada, Inc.  
a Kansas corporationBy: K. Elder  
Kevin R. Elder  
President and Chief Executive OfficerGo Wireless of Nevada, Inc.  
a New Jersey corporationBy: K. Elder  
Kevin R. Elder  
President and Chief Executive OfficerGo Wireless of Nevada, Inc.  
a New York corporationBy: K. Elder  
Kevin R. Elder  
President and Chief Executive OfficerGo Wireless of Nevada, Inc.  
a Pennsylvania corporationBy: K. Elder  
Kevin R. Elder  
President and Chief Executive OfficerGo Kiosk, Inc.  
a Massachusetts corporationBy: K. Elder  
Kevin R. Elder  
President and Chief Executive Officer

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EXHIBIT A

PLAN OF MERGER

(see attached)

Articles of Merger (Florida) -- Exhibit A

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**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Plan of Merger") is made as of June 3, 2011 by and among Go Wireless, Inc., a Nevada corporation ("Parent"), and the following wholly-owned subsidiaries of Parent (each a "Subsidiary" and collectively the "Subsidiaries"): Go Wireless of Nevada, Inc., an Alabama corporation ("GWN Alabama"), Go Wireless of Nevada, Inc., a Florida corporation ("GWN Florida"), Go Wireless of Nevada, Inc., an Illinois corporation ("GWN Illinois"), Go Wireless of Nevada, Inc., a Kansas corporation ("GWN Kansas"), Go Wireless of Nevada, Inc., a New Jersey corporation ("GWN New Jersey"), Go Wireless of Nevada, Inc., a New York corporation ("GWN New York"), Go Wireless of Nevada, Inc., a Pennsylvania corporation ("GWN Pennsylvania"), and Go Kiosk, Inc., a Massachusetts corporation ("Go Kiosk"). Parent and the Subsidiaries shall hereinafter sometimes collectively be referred to as the "Constituent Entities."

**RECITALS:**

WHEREAS, Parent is authorized to issue 200,000 shares of capital stock, no par value per share (the "Parent Stock"), of which 86,246 shares are issued and outstanding and 13,814 shares are held in Treasury;

WHEREAS, each Subsidiary is authorized to issue the capital stock listed below (collectively, the "Subsidiary Stock"), all of which is owned by Parent:

Subsidiary	Authorized Capital Stock
GWN Alabama	200,000 shares
GWN Florida	200,000 shares
GWN Illinois	200 shares
GWN New Jersey	10,000 shares
GWN New York	200 shares
GWN Pennsylvania	10,000 shares
GWN Kansas	200 shares
Go Kiosk	100,000 shares

WHEREAS, the respective boards of directors of Parent and each Subsidiary have determined that it is advisable and in the best interests of the Constituent Entities that the Subsidiaries be merged with and into Parent with Parent continuing as the surviving entity on the terms and conditions hereinafter set forth (the "Merger").

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, it is agreed that, in accordance with applicable state law, the Subsidiaries will be, as of the Effective Time (as defined herein), merged with and into Parent, with Parent to be the surviving entity governed under the laws of the State of Nevada, and that the terms and conditions of the Merger will be as follows:

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## ARTICLE I MERGER

1. Merger of Subsidiaries With and Into Parent. At the Effective Time, the Subsidiaries will be merged with and into Parent, the separate existence of each Subsidiary will cease, and Parent will be the surviving entity governed under the laws of the State of Nevada (the "Surviving Corporation"), and the Merger will in all respects have the effect provided for in this Plan of Merger and under applicable law.

2. Further Assurances. Prior to and from and after the Effective Time, the Constituent Entities will take all such action as will be necessary or appropriate to effectuate the Merger. If at any time after the Effective Time, Parent or any Subsidiary is advised that any further assignments, conveyances, or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the Constituent Entities will execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

## ARTICLE II TERMS OF THE MERGER

At the Effective Time:

1. Effect of Merger. Each Subsidiary shall be merged with and into the Surviving Corporation and the separate existence of each Subsidiary shall cease, and the Surviving Corporation shall succeed to, without further transfer, and shall possess all the rights, privileges, powers and franchises, whether of a public or of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Entities; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Entities, and all property, real, personal and mixed, and all debts due to each of the Constituent Entities on whatever account, for any things in action or belonging to each of the Constituent Entities, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest of the Constituent Entities shall be thereafter the property of the Surviving Corporation; and the title to any real estate vested by deed or otherwise in each of the Constituent Entities shall not revert or be in any way impaired by reason of the Merger; provided, that all rights of creditors and all liens upon any property of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of each of the Constituent Entities shall attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

2. Articles of Incorporation. The Articles of Incorporation of Parent shall be the Articles of Incorporation of the Surviving Corporation until the same shall be further altered, amended or repealed in accordance with law and the governing documents of the Surviving Corporation.

3. Bylaws. The First Restated and Amended Bylaws of Parent (the "Bylaws") shall be the Bylaws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with law and the governing documents of the Surviving Corporation.

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4. Disposition of Securities. By virtue of the Merger and without any action on the part of the Constituent Entities or the stockholders thereof:

(a) each issued and outstanding share of Parent Stock and each share of Parent Stock held in Treasury shall continue in existence without change; and

(b) each issued and outstanding share of Subsidiary Stock shall be cancelled and no consideration shall be delivered in exchange therefor.

5. Directors. The directors of the Surviving Corporation (who shall hold office subject to the provisions of the Articles of Incorporation and Bylaws of the Surviving Corporation from the Effective Time until their successors are elected and qualified) shall be the directors of Parent in office immediately prior to the Effective Time.

6. Officers. The officers of the Surviving Corporation (who shall hold their respective offices subject to the provisions of the Bylaws of the Surviving Corporation from the Effective Time until their successors are elected and qualified) shall be the officers of Parent in office immediately prior to the Effective Time.

#### ARTICLE III CONDITIONS; EFFECTIVE TIME OF MERGER

1. Conditions to Obligations of Constituent Entities. The respective obligations of the Constituent Entities to perform this Plan of Merger and consummate the Merger and any other transactions contemplated hereby are subject to the satisfaction of the following conditions:

(a) the Merger shall have been approved by the sole stockholder of Parent and each Subsidiary to the extent required by applicable law; and

(b) this Plan of Merger shall not have been terminated in accordance with Article IV hereof.

2. Effective Time of Merger. Upon the terms and subject to the conditions set forth in this Plan of Merger, the Constituent Entities shall cause the Merger to be consummated under the laws of the State of Nevada and each state in which the Subsidiaries are organized by filing articles of merger or other similar documents in customary form and substance (collectively, the "Articles of Merger") with the Secretary of State of the State of Nevada and the Secretary of State of each state in which the Subsidiaries are organized in accordance with applicable law. The Merger will become effective on June 9, 2011 (the "Effective Time"), as specified in the Articles of Merger.

#### ARTICLE IV TERMINATION

At any time prior to the Effective Time, the boards of directors of the Constituent Entities may terminate and abandon this Plan of Merger for any reason deemed appropriate by such boards of directors, notwithstanding favorable action on the Merger by the sole stockholder and/or board of directors of any of the Constituent Entities.

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**ARTICLE V  
AMENDMENT**

This Plan of Merger may be amended, modified or supplemented in whole or in part, at any time prior to the Effective Time with the mutual consent of the boards of directors of the Constituent Entities; *provided, however*, that this Plan of Merger may not be amended after it has been adopted by the sole stockholder of each of the Constituent Entities in any manner not permitted under applicable law.

**ARTICLE VI  
MISCELLANEOUS**

This Plan of Merger may be executed in counterparts, each of which when so executed will be deemed to be an original, and such counterparts will together constitute but one and the same instrument.

**[Signature Page Follows]**

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IN WITNESS WHEREOF, the undersigned officers of each of the Constituent Entities, pursuant to authority duly given by their respective boards of directors, duly executed this Plan of Merger as of the day and year first above written.

**PARENT:**

Go Wireless, Inc.  
a Nevada corporation

By: K. Elder  
Kevin R. Elder  
President and Chief Executive Officer

**SUBSIDIARIES:**

Go Wireless of Nevada, Inc.  
an Alabama corporation

By: K. Elder  
Kevin R. Elder  
President and Chief Executive Officer

Go Wireless of Nevada, Inc.  
a New Jersey corporation

By: K. Elder  
Kevin R. Elder  
President and Chief Executive Officer

Go Wireless of Nevada, Inc.  
a Florida corporation

By: K. Elder  
Kevin R. Elder  
President and Chief Executive Officer

Go Wireless of Nevada, Inc.  
a New York corporation

By: K. Elder  
Kevin R. Elder  
President and Chief Executive Officer

Go Wireless of Nevada, Inc.  
an Illinois corporation

By: K. Elder  
Kevin R. Elder  
President and Chief Executive Officer

Go Wireless of Nevada, Inc.  
a Pennsylvania corporation

By: K. Elder  
Kevin R. Elder  
President and Chief Executive Officer

Go Wireless of Nevada, Inc.  
a Kansas corporation

By: K. Elder  
Kevin R. Elder  
President and Chief Executive Officer

Go Kiosk, Inc.  
a Massachusetts corporation

By: K. Elder  
Kevin R. Elder  
President and Chief Executive Officer

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