

Document Number Only

P15229

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

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*Northern Florida Telephone Corporation*

*into:*

*Phonetic Technologies, Inc.*

*Meser*

RECEIVED  
STATE  
TALLAHASSEE, FLORIDA

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☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

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P15229

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

NORTHERN FLORIDA TELEPHONE CORPORATION, a Florida corporation  
L68958

into

PHONETEL TECHNOLOGIES, INC., an Ohio corporation P15229

File date: December 10, 1997

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 11, 1997

*1/10*  
CT Corporation System  
660 E. Jefferson St.  
Tallahassee, FL 32301

SUBJECT: PHONETEL TECHNOLOGIES, INC.  
Ref. Number: P15229

We have received your document for PHONETEL TECHNOLOGIES, INC. and check(s) totaling \$70.00. However, your check(s) and document are being returned for the following:

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required. ✓

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation. ✓

If you have any questions concerning the filing of your document, please call (850) 487-6907.

*To:*  
Annette Hogan  
Corporate Specialist

Letter Number: 097A00058360

*Please back - Lde.*  
*Shank M.S.*

RECEIVED  
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DIVISION OF CORPORATIONS

ARTICLES OF MERGER  
OF  
NORTHERN FLORIDA TELEPHONE CORPORATION  
INTO  
PHONETEL TECHNOLOGIES, INC.

FILED  
97 DEC 10 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to section 607.1104 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: PhoneTel Technologies, Inc. is a corporation organized under the laws of the State of Ohio which, through its wholly-owned subsidiary, World Communications, Inc., owns at least 80 percent of the shares of Northern Florida Telephone Corporation, a corporation organized under the laws of the State of Florida.

SECOND: The plan of merger set forth on the attached Exhibit A was adopted by the board of directors of PhoneTel Technologies, Inc.

THIRD: The pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates therefor is provided for as follows:

None.

FOURTH: Shareholders of the subsidiary who, except for the applicability of this section, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 F.S., may be entitled, if they comply with the provisions of this Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

FIFTH: A copy of the plan of merger was mailed by the parent corporation on the first day of December, 1997, to each shareholder of the subsidiary who did not waive the mailing requirement in writing.

SIXTH: The effective date of the merger is the date of filing of the Articles of Merger.

SEVENTH: Shareholder approval was not required.

~~SEVENTH~~ <sup>Eighth</sup> The amendments, if any, to the articles of incorporation to the parent corporation are as follows:

None.

Signed this 1<sup>st</sup> day of December, 1997.

PHONETEL TECHNOLOGIES, INC.

By [Signature]  
(Chairman or Vice Chairman of the Board of  
Directors, or President or other Officer)

PETER GRAF  
Name

CEO  
Title

By [Signature]  
(Secretary or Assistant Secretary)

TAMMY MARTIN  
Name

Secretary  
Title

NORTHERN FLORIDA TELEPHONE  
CORPORATION

By [Signature]  
(Chairman or Vice Chairman of the Board of  
Directors, or President or other Officer)

PETER GRAF  
Name

CEO  
Title

By [Signature]  
(Secretary or Assistant Secretary)

TAMMY MARTIN  
Name

Secretary  
Title

EXHIBIT A

**AGREEMENT OF MERGER  
AMONG  
WORLD COMMUNICATIONS, INC.,  
NORTHERN FLORIDA TELEPHONE CORPORATION  
AND  
PHONETEL TECHNOLOGIES, INC.**

THIS AGREEMENT OF MERGER, (the "Agreement") dated as of the 1<sup>st</sup> day of December, 1997 among WORLD COMMUNICATIONS, INC., a Missouri corporation ("World"), NORTHERN FLORIDA TELEPHONE CORPORATION, a Florida corporation ("Sub"), and PHONETEL TECHNOLOGIES, INC., an Ohio corporation ("Parent"), both corporations being herein sometimes collectively called the "Constituent Corporations".

RECITALS

- A. Sub is a wholly owned subsidiary of World, and World is a wholly owned subsidiary of Parent.
- B. Parent has determined to merge both World and Sub with and into Parent (the "Merger").
- C. Parent has notified World and Sub of its intent to effect the Merger and has satisfied the conditions precedent to the Merger set forth in the Stockholders' Agreement.

NOW, THEREFORE, Parent, World and Sub hereby agree as follows:

Parent, World and Sub do hereby agree that Sub shall be merged with and into Parent, which shall be the "Surviving Corporation," and that, at the time the merger becomes effective:

**ARTICLE I: NAME, ARTICLES OF INCORPORATION AND CODE OF REGULATIONS**

1.1 Name. The name of the Surviving Corporation shall be PhoneTel Technologies, Inc.

1.2 Articles of Incorporation. The Articles of Incorporation of Parent shall, from the time the merger becomes effective, constitute the Articles of Incorporation of the Surviving Corporation within the meaning of Section 1701.01 of the Ohio Revised Code.

1.3 By-Laws. The Code of Regulations of Parent as in effect immediately prior to the

time the merger becomes effective shall be the by-laws of the Surviving Corporation.

## ARTICLE 2: DIRECTORS AND OFFICERS

The Directors and officers of Parent immediately prior to the time the merger becomes effective shall be the Directors and officers of the Surviving Corporation after the time the merger becomes effective.

## ARTICLE 3: TERMS OF MERGER

The terms of the merger and the mode of carrying them into effect shall be as follows:

- (a) Every share of Common Stock of Sub outstanding at the time the merger becomes effective (the "Effective Time") shall, immediately prior to the Effective Time, by virtue of the merger and without any action on the part of the holder thereof, be canceled and no consideration shall be delivered in exchange therefor.
- (b) Each holder of a certificate for shares of Common Stock of Sub shall cease to have any rights with respect to those shares other than those set forth in subparagraph (a) above and such rights, if any, as the holder may have as a dissenting shareholder pursuant to the provisions of Section 1701.85 of the Ohio Revised Code.
- (c) At any time prior to the Effective Time, this Agreement may be terminated, and the Merger abandoned, by the Board of Directors of Sub.
- (d) Sub and Parent do hereby agree that the Effective Time shall mean the close of business on the day when the "certificate of merger", for which provision is made in Section 1701.81 of the Ohio Revised Code is filed in the office of the Secretary of State of the States of Florida and Ohio.

## ARTICLE 4: MISCELLANEOUS

This Agreement may be executed in two or more identical counterparts, each of which shall be deemed an original, but which together shall constitute one and the same agreement.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement of Merger to be signed in its respective corporate name by its officers thereunto duly authorized as of the day and year first above written.

PHONETEL TECHNOLOGIES, INC.

By: J. Martin  
Its: Secretary  
By: [Signature]  
Its: CEO

NORTHERN FLORIDA TELEPHONE CORPORATION

By: J. Martin  
Its: Secretary  
By: [Signature]  
Its: CEO

WORLD COMMUNICATIONS, INC.

By: J. Martin  
Its: Secretary  
By: [Signature]  
Its: CEO

G:\ATTY\CMB\Phonetel\Florida\Merger Agreement re Northern Florida Telephone Corporation.wpd