

PG 20000008895

ACCOUNT NO. : 072100000032

REFERENCE : 095057

3460C

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : March 28, 2001

ORDER TIME : 1:07 PM

ORDER NO. : 095057-005

CUSTOMER NO: 3460C

Merger &
Name
Change
800003924258--3

CUSTOMER: Claire Scott, Legal Assistant
Robert W. Stewart, P.a.
Suite 1006
999 Brickel Ave
Miami, FL 33131

ARTICLES OF MERGER

MACROTEL INTERNATIONAL
CORPORATION

INTO

MACROVOICE CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

AR

RECEIVED
01 MAR 28 PM 1:51
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

MACROTEL INTERNATIONAL CORPORATION, a Florida corporation 690955

INTO

MACROVOICE CORPORATION which changed its name to

MACROVOICE NETWORKS CORP., a Florida entity, P92000008895

File date: March 28, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032 Amount charged: 78.75

ARTICLES OF MERGER

Macrotel International Corporation, a Florida Corporation, and **Macrovoice Corporation**, a Florida Corporation, hereby adopt the following Articles of Merger:

(a) PLAN OF MERGER

The following plan of merger has been approved by all of the shareholders of the two merging corporations:

1. Names. This instrument sets forth the plan of merger between Macrotel International Corporation, a Florida corporation, and Macrovoice Corporation, a Florida corporation.

2. Survivor. Macrovoice Corporation will be surviving entity which will continue under the amended name Macrovoice Networks Corp. (hereinafter the "Surviving Entity").

3. Terms and Conditions of Merger. Macrotel International Corporation shall be merged into the Surviving Entity whereupon the corporate existence of Macrotel International Corporation shall cease. The Surviving Entity shall thereupon succeed to all of the rights, privileges, immunities franchises, property (both real and personal of whatever kind and description) of Macrotel International Corporation and the Surviving Entity shall thereafter be responsible for all of the liabilities and obligations of Macrotel International Corporation, none of which shall be impaired by the merger.

4. Notice to Shareholders. Each shareholder shall be duly noticed regarding the proposed merger and shall receive a copy of the plan. That notice shall contain a clear and concise statement that, if the plan of merger is effected, shareholders dissenting therefrom may be entitled, if they comply with the provisions of Chapter 607, Florida Statutes regarding the rights of dissenting shareholders, to be paid the fair value of their shares, and shall be accompanied by a copy of Florida Statutes 607.1301, 607.1302, and 607.1320.

5. Effective Date. The effective date of the merger shall be the date on which the articles of merger are filed with and accepted by the Department of State of the State of Florida.

6. Conversion of Shares. Upon the effective date of the merger, the shares of capital stock of Macrotel International Corporation issued and outstanding on the date hereof shall cease to be outstanding and each such share shall be converted into and shall become one (1) share of the capital common stock of the Surviving Entity. Promptly after the effective date of the

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger, the officers of the Surviving Entity shall issue and deliver to the shareholders of the Surviving Entity certificates for the shares which are to be created hereby.

7. Articles of Incorporation. The articles of incorporation of the Surviving Entity (as amended) shall remain in full force and effect except that article I thereof shall be amended to read as follows:

"ARTICLE I-NAME

The name of the corporation shall be Macrovoice Networks Corp."

(b) EFFECTIVE DATE

The effective date of these articles of merger shall be the date on which same are filed with and accepted by the Department of State for the State of Florida.

(c) SHAREHOLDER APPROVAL

The merger contemplated hereby required shareholder approval and was unanimously approved by all of the shareholders of each of the merging corporations.

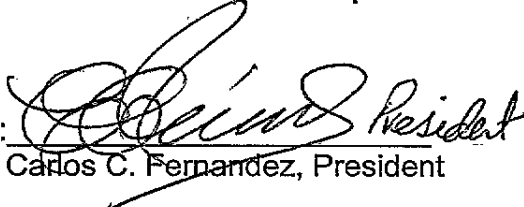
(d) DATE OF ADOPTION

The plan of merger set forth above was adopted by the shareholders of the merging corporations on February 26, 2001.

In witness whereof these articles of merger have been executed by each of the merging corporations this 27 day of February, 2001.


Macrotel International Corporation

By:

 President
Carlos C. Fernandez, President

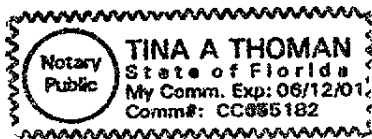
Macrovoice Corporation

By:

 President
Carlos C. Fernandez, President

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

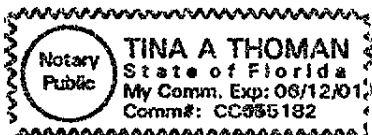
The foregoing instrument was acknowledged before me this 27 day of February, 2001 by Carlos C. Fernandez, President of Macrotel International Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me and who did take an oath.



Tina A. Thoman
NOTARY PUBLIC, State of Florida
At large
My commission expires: 6/12/01

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 27 day of February, 2001 by Carlos C. Fernandez, President of Macrovoice Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me and who did take an oath.



Tina A. Thoman
NOTARY PUBLIC, State of Florida
At large
My commission expires: 6/12/01