

12/19/2007 18:03

Rafferty, Stolzenberg, et al

(FAX) 3053796009

P. 001/007

Division of Corporations

Page 1 of 1

P93000001134

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000303076 3)))



H070003030763ABC-

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

2007 DEC 20 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Division of Corporations
Fax Number : (850) 617-6380

Account Name : RAFFERTY, STOLZENBERG, GELLES, TENENHOLTZ & FLYNN, P.A.
Account Number : I20000000207
Phone : (305) 373-0330
Fax Number : (305) 379-6009

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 DEC 20 AM 10:37

FILED

Effective Date
1/1/08

MERGER OR SHARE EXCHANGE

Switch Tech International, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 06 |
| Estimated Charge | \$78.75 |

Electronic Filing Menu

Corporate Filing Menu

Help

SI
Merge
12/20/07

ARTICLES OF MERGER

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:

Name: **Switch Tech International, Inc.**

Jurisdiction: **Florida**

Document Number: **P93000001134**

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

Name: **Teleswitch Technologies, Inc.**

Jurisdiction: **Florida**

Document Number: **P96000033967**

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on January 1, 2008.


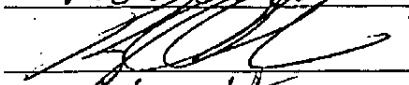
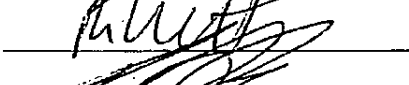
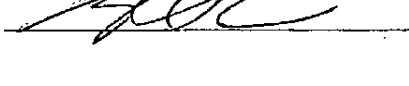
Fifth: Adoption of Merger by **surviving** corporation.

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 12, 2007.

Sixth: Adoption of Merger by **merging** corporation.

The Plan of Merger was adopted by the shareholders of the merging corporation on December 12, 2007.

Seventh: SIGNATURES FOR EACH CORPORATION

| Name of Corporation | Signature | Name & Title |
|---------------------------------|--|------------------------------|
| Switch Tech International, Inc. |  | Robert S. Plessett, TSD |
| Switch Tech International, Inc. |  | Kenneth E. Cooke, PD |
| Teleswitch Technologies, Inc. |  | Robert S. Plessett, Director |
| Teleswitch Technologies, Inc. |  | Kenneth E. Cooke, Director |

FILED
07 DEC 20 AM 10:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name: **Switch Tech International, Inc. (hereafter called "Switch Tech")**

Jurisdiction: **Florida**

Second: The name and jurisdiction of the merging corporation:

Name: **Teleswitch Technologies, Inc. (hereafter called "Teleswitch")**

Jurisdiction: **Florida**

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

Merger: Teleswitch shall be, and is, merged into Switch Tech. Switch Tech and Teleswitch have executed Articles of Merger which incorporate this Plan of Merger and which shall be filed with the Florida Secretary of State.

Effective Date of Merger: The effective date ("Effective Date") of the merger is January 1, 2008.

Surviving Corporation: Switch Tech shall survive the merger contemplated herein and shall continue to be governed by the laws of the State of Florida. The separate existence of Teleswitch shall cease upon the Effective Date.

Directors. The directors of Switch Tech as of the Effective Date are Robert S. Plessett and Kenneth E. Cooke.

Rights and Liabilities of Switch Tech. At and after the Effective Date, Switch Tech shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of Teleswitch; all debts and accounts due to Teleswitch shall be vested in Switch Tech; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either Switch Tech or Teleswitch shall be as effectively the property of Switch Tech as they were of the respective parties hereto prior to the Effective Date; the title to any real estate vested or owned by Teleswitch shall not revert or be in any way impaired by the merger, but shall be vested in Switch Tech; all rights of creditors and all liens upon any property of either Switch Tech or Teleswitch shall be preserved unimpaired; and all debt, liabilities and duties of Switch Tech and Teleswitch shall attach to Switch Tech and may be enforced against Switch Tech to the same extent as if such debts, liabilities and duties had been incurred or contracted by Switch Tech.

Service of Process. Switch Tech agrees that it may be served with process in connection with any proceeding for enforcement of any obligation of Teleswitch as well as for the enforcement of any obligation of Switch Tech arising from the merger.

Plan of Reorganization. This Plan of Merger constitutes a Plan of Reorganization to be carried out in the manner, on the terms and subject to the conditions set forth herein.

Expenses and Dissenting Shareholders. There are no dissenting shareholders. Switch Tech shall pay all expenses of carrying out this Plan of Merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation:

Each share of common stock of Teleswitch shall be exchanged for cash in an amount equal to the cost basis of the shareholder in such shares (the "Cash"). After the Effective Date, each shareholder of Teleswitch shall present to Switch Tech, at its offices, all stock certificates representing shares of Teleswitch endorsed in blank. Upon presentation of such certificates, Switch Tech shall pay to each Teleswitch shareholder, the Cash. All Teleswitch certificates shall be cancelled. In the event a certificate representing shares of stock of Teleswitch has been lost, destroyed or cannot be located, Switch Tech may require, prior to payment of the Cash, the holder of such certificate to agree to indemnify Switch Tech from and against all costs and damages related to such lost or destroyed certificate by written instrument in form and substance reasonably satisfactory to Switch Tech's counsel.

**CONSENT IN WRITING OF
THE SHAREHOLDERS AND DIRECTORS OF
SWITCH TECH INTERNATIONAL, INC.**

The undersigned, being all of the shareholders and directors of SWITCH TECH INTERNATIONAL, INC., a Florida corporation ("Corporation"), hereby consent that the following resolutions of the shareholders and directors of the Corporation be adopted in writing, without a meeting:

WHEREAS, Corporation and Teleswitch Technologies, Inc., a Florida corporation ("Teleswitch") share common ownership and conduct the same business;

WHEREAS, the Corporation and Teleswitch have determined it is in the best interest of both companies to merge and conduct business as one corporation;

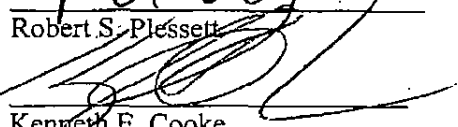
WHEREAS, the Corporation has reviewed and approved the Articles of Merger in the form of Exhibit A attached hereto;

NOW, THEREFORE, IT IS RESOLVED, that the Corporation approves and adopts the Articles of Merger; and be it

FURTHER RESOLVED, that Robert S. Plessett and Kenneth E. Cooke, as officers of the Corporation are authorized and directed to execute and file the Articles of Merger and take all other actions they deem necessary or desirable to consummate the merger contemplated herein.

Dated as of the 12th day of December 2007.



Robert S. Plessett

Kenneth E. Cooke

Constituting all of the shareholders and directors of the Corporation

EXHIBIT A**ARTICLES OF MERGER**

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:

Name: **Switch Tech International, Inc.**
Jurisdiction: **Florida**
Document Number: **P93000001134**

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

Name: **Teleswitch Technologies, Inc.**
Jurisdiction: **Florida**
Document Number: **P96000033967**

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on January 1, 2008.

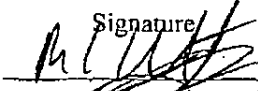
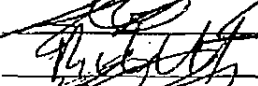


Fifth: Adoption of Merger by **surviving** corporation.

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 12, 2007.

Sixth: Adoption of Merger by **merging** corporation.

The Plan of Merger was adopted by the shareholders of the merging corporation on December 12, 2007.

Seventh: SIGNATURES FOR EACH CORPORATION

| Name of Corporation | Signature | Name & Title |
|---------------------------------|---|-------------------------|
| Switch Tech International, Inc. |  | Robert S. Plessett, TSD |
| Switch Tech International, Inc. |  | Kenneth E. Cooke, PD |
| Teleswitch Technologies, Inc. |  | Robert S. Plessett, D |
| Teleswitch Technologies, Inc. |  | Kenneth E. Cooke, D |

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name: **Switch Tech International, Inc. (hereafter called "Switch Tech")**
Jurisdiction: **Florida**

Second: The name and jurisdiction of the merging corporation:

Name: **Teleswitch Technologies, Inc. (hereafter called "Teleswitch")**
Jurisdiction: **Florida**

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

Merger: Teleswitch shall be, and is, merged into Switch Tech. Switch Tech and Teleswitch have executed Articles of Merger which incorporate this Plan of Merger and which shall be filed with the Florida Secretary of State.

Effective Date of Merger: The effective date ("Effective Date") of the merger is January 1, 2008.

Surviving Corporation: Switch Tech shall survive the merger contemplated herein and shall continue to be governed by the laws of the State of Florida. The separate existence of Teleswitch shall cease upon the Effective Date.

Directors. The directors of Switch Tech as of the Effective Date are Robert S. Plessett and Kenneth E. Cooke.

Rights and Liabilities of Switch Tech. At and after the Effective Date, Switch Tech shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of Teleswitch; all debts and accounts due to Teleswitch shall be vested in Switch Tech; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either Switch Tech or Teleswitch shall be as effectively the property of Switch Tech as they were of the respective parties hereto prior to the Effective Date; the title to any real estate vested or owned by Teleswitch shall not revert or be in any way impaired by the merger, but shall be vested in Switch Tech; all rights of creditors and all liens upon any property of either Switch Tech or Teleswitch shall be preserved unimpaired; and all debt, liabilities and duties of Switch Tech and Teleswitch shall attach to Switch Tech and may be enforced against Switch Tech to the same extent as if such debts, liabilities and duties had been incurred or contracted by Switch Tech.

Service of Process. Switch Tech agrees that it may be served with process in connection with any proceeding for enforcement of any obligation of Teleswitch as well as for the enforcement of any obligation of Switch Tech arising from the merger.

Plan of Reorganization. This Plan of Merger constitutes a Plan of Reorganization to be carried out in the manner, on the terms and subject to the conditions set forth herein.

Expenses and Dissenting Shareholders. There are no dissenting shareholders. Switch Tech shall pay all expenses of carrying out this Plan of Merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation:

Each share of common stock of Teleswitch shall be exchanged for cash in an amount equal to the cost basis of the shareholder in such shares (the "Cash"). After the Effective Date, each shareholder of Teleswitch shall present to Switch Tech, at its offices, all stock certificates representing shares of Teleswitch endorsed in blank. Upon presentation of such certificates, Switch Tech shall pay to each Teleswitch shareholder, the Cash. All Teleswitch certificates shall be cancelled. In the event a certificate representing shares of stock of Teleswitch has been lost, destroyed or cannot be located, Switch Tech may require, prior to payment of the Cash, the holder of such certificate to agree to indemnify Switch Tech from and against all costs and damages related to such lost or destroyed certificate by written instrument in form and substance reasonably satisfactory to Switch Tech's counsel.