

P93000019016

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
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Attn: Jeff Netherton

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000003036570--4
-11/05/99--01068--005
*****70.00 *****70.00

CORPORATION(S) NAME

Norcom Acquisition Corp.

Merging: Norcom, Inc.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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11/05/99

C. COULLETTE DEC 07 1999

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

NORCOM, INC., a Florida corporation, P93000019016

INTO

NORCOM ACQUISITION CORP., a Delaware corporation not qualified in
Florida.

File date: November 5, 1999

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 5, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: NORCOM, INC.
Ref. Number: P93000019016

We have received your document for NORCOM, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 699A00053728

Please back-date

[Handwritten signature]

RECEIVED
99 DEC -6 PM 4:31
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
NORCOM, INC.
INTO
NORCOM ACQUISITION CORP.

FILED
99 NOV -5 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, the undersigned Eric Mostrom, President of Norcom Acquisition Corp., a Delaware corporation, and NorCom, Inc., a Florida corporation hereby certifies that:

ARTICLE I

The merging corporation is NorCom, Inc., a Florida corporation and the surviving corporation is Norcom Acquisition Corp., a Delaware corporation.

ARTICLE II

A plan of merger was adopted and approved on October 15, 1999 by all the shareholders and directors of NorCom, Inc., the parent corporation, in accordance with Section 607.1104 of the Florida Business Corporation Act. The plan is attached hereto as Exhibit A.

ARTICLE III

The certificate of incorporation of Norcom Acquisition Corp., shall be the certificate of incorporation of the surviving corporation and the surviving corporation shall change its name to Norcom Telecommunications, Inc.

ARTICLE IV

NorCom, Inc., does hereby merge itself into Norcom Acquisition Corp., which assumes all the obligations of NorCom, Inc.

ARTICLE V

The merger shall be effective upon filing with the Secretary of State of Florida.

ARTICLE VI

The address of the principal offices of the surviving corporation is 40 S.E. Fifth Street, Suite 500, Boca Raton, FL 33433.

ARTICLE VII

The surviving corporation, Norcom Acquisition Corp., hereby appoints the Secretary of State of Florida as its agent for service of process in any proceeding to enforce any obligation or rights of any dissenting shareholders of each domestic corporation that is a party to this merger.

ARTICLE VIII

The surviving corporation, Norcom Acquisition Corp., hereby agrees to pay any dissenting shareholders of each domestic corporation that is a party to this merger, the amount, if any, to which they are entitled under Section 607.1302.

IN WITNESS WHEREOF, Norcom Acquisition Corp. and NorCom, Inc. have executed these articles this 15th day of October, 1999.

NORCOM ACQUISITION CORP.

By: 

Eric Mostrom, President

NORCOM, INC.

By: 

Eric Mostrom, President

Exhibit A

**PLAN OF MERGER OF
NORCOM, INC.
INTO
NORCOM ACQUISITION CORP.**

FIRST: The name of each constituent corporation is NorCom, Inc., a Florida corporation and Norcom Acquisition Corp., a Delaware corporation. As part of the merger, Norcom Acquisition Corp., the surviving corporation, shall change its name to Norcom, Inc.

SECOND: Norcom Acquisition Corp. is a wholly owned subsidiary of NorCom, Inc. The total number of authorized shares of Norcom Acquisition Corp. is three thousand (3,000) shares of common stock, \$.01 par value, of which one hundred (100) shares are issued and outstanding.

THIRD: The total number of authorized shares of NorCom, Inc. is one hundred (100) shares of common stock, \$1.00 par value, of which one hundred (100) shares are issued and outstanding.

FOURTH: The terms and conditions of the merger, including the manner and basis of converting the shares of the nonsurviving corporation into shares of the surviving corporation are as follows:

Upon the effectiveness of the merger all outstanding shares of NorCom, Inc. shall without further action by its shareholders, convert into shares of common stock, \$.01 par value, of Norcom Acquisition Corp. The NorCom, Inc. shareholders shall receive a pro rata issuance of stock in the surviving corporation, upon their surrender of NorCom, Inc. common stock certificates.

FIFTH: Article I of the Certificate of Incorporation of the surviving corporation shall be amended as follows:

**ARTICLE I
NAME**

The name of the corporation is: Norcom, Inc.

SIXTH: The merger shall be effective upon filing. Upon the effective date, the provisions of Section 607.11101 of the Florida Business Corporation Act shall apply.

SEVENTH: Pursuant to Florida and Delaware law the foregoing Plan of Merger was duly adopted by written action of all the shareholders and directors of the parent corporation, NorCom, Inc.