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PAT LOHAN

C E S WIRELESS TECHNOLOGIES CORP.

925 S. SEMORAN BLVD. STE 122

WINTER PARK

FL

32792

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97 JUL 31 PM 1:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____ (Corporation Name) _____ (Document #) 000002258170--6
-08/05/97--01066--002
2. _____ (Corporation Name) _____ (Document #) *****70.00 *****70.00
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Andrew Creighton
gave authorization
to delete #10 from
the agreement & plan
of merger. 8/4 JB

merger

AUG 4 1997

Examiner's Initials

P93000040284

ARTICLES OF MERGER
Merger Sheet

MERGING:

C E S WIRELESS TECHNOLOGIES CORP., a Florida corporation,
P93000040284

INTO

CES WIRELESS TECHNOLOGIES CORP., a Maryland corporation not
qualified in Florida.

File date: July 31, 1997

Corporate Specialist: Velma Shepard

Articles Of Merger Of
CES Wireless Technologies Corp.
(A Florida Corporation)
And CES Wireless Technologies Corp.
(A Maryland Corporation)

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Pursuant to Section 607.1105 of the
Florida Business Corporation Act

1. The names and states of incorporation of each of the constituent corporations (the "Constituent Corporations") are as follows:

CES Wireless Technologies Corp., a Maryland corporation; and

CES Wireless Technologies Corp., a Florida corporation.

2. An agreement and plan of merger (the "Agreement And Plan Of Merger"), pursuant to which CES Wireless Technologies Corp., a Florida corporation, will merge with and into, CES Wireless Technologies, a Maryland corporation, is attached as Exhibit A and incorporated hereof, and has been duly authorized, approved, adopted, certified, executed and acknowledged by the board of directors of CES Wireless Technologies Corp., a Florida corporation, on July 23, 1997, by the board of directors of CES Wireless Technologies Corp., a Maryland corporation, on July 28, 1997, and by the sole stockholder of CES Wireless Technologies Corp., a Maryland corporation, on July 28, 1997 in accordance with the laws under which it is formed and in particular, in accordance with the applicable provisions of the Florida Business Corporation Act and the General Corporation Law Of Maryland and in accordance with the constituent documents of the Constituent Corporation.

3. The surviving corporation shall be CES Wireless Technologies Corp., a Maryland corporation. The name of the surviving corporation shall be CES Wireless Technologies Corp.

4. The Articles Of Incorporation of CES Wireless Corp., a Maryland corporation, shall be the articles of incorporation of the surviving corporation.

5. CES Wireless Technologies Corp., a Maryland corporation, has authority to issue 12,000,000 shares of common stock having a par value of \$.001, and 4,000,000 shares of preferred stock having a par value of \$.001. CES Wireless Technologies Corp., a Maryland corporation, has (a) 100 shares of common stock issued and outstanding, all of which are owned by CES Wireless Technologies Corp., a Florida corporation; and (b) no shares of preferred stock issued and outstanding. CES Wireless Technologies Corp., a Florida corporation, has authority to issue 12,000,000 shares of common stock having a par value of \$.001, 2,227,192 shares of which are outstanding, and 4,000,000 shares of preferred stock having a par value of \$.001, none of which are issued and outstanding. Upon the merger becoming effective, (a) each outstanding share of common stock of CES Wireless Technologies Corp., a Florida corporation, shall immediately be deemed to be one share of common stock of CES Wireless Technologies Corp., a Maryland corporation, without an exchange of certificates, and (b) the 100 shares of common stock of CES Wireless Technologies Corp., a Maryland corporation, owned by CES Wireless Technologies Corp., a Florida corporation, which shall then be owned by CES Wireless Technologies

Corp., a Maryland corporation, by virtue of the merger, shall be retired and resume the status of authorized and unissued shares and any capital represented by the shares shall be eliminated.

6. The shareholders of CES Wireless Technologies Corp., a Florida corporation, were not, pursuant to Section 607.1104 of the Florida Business Corporation Act, required to approve the Agreement And Plan Of Merger for the following reasons:

a. CES Wireless Technologies Corp., a Florida corporation, is merging into its wholly owned subsidiary, CES Wireless Technologies Corp., a Maryland corporation; and

b. The Articles Of Incorporation of CES Wireless Technologies Corp., a Maryland corporation, will not differ from the Articles Of Incorporation of CES Wireless Technologies Corp., a Florida corporation, except that:

(1) The name of the incorporator, name of registered agent and the initial board of directors shall differ in each articles of incorporation; and

(2) The Articles Of Incorporation of CES Wireless Technologies Corp., a Maryland corporation, shall provide the incorporator of that corporation is at least eighteen years of age and is forming a corporation under the general laws of Maryland, whereas the Articles Of Incorporation of CES Wireless Technologies Corp., a Florida corporation, does not contain such provision.

IN WITNESS WHEREOF this Articles Of Merger has been executed by CES Wireless Technologies Corp., a Maryland corporation, by its duly authorized officers on 7-30, 1997.

CES WIRELESS TECHNOLOGIES CORP.
a Maryland corporation

Date: July 30 - 1997

By: [Signature]
Patrick Lohan, President

ATTEST:

[Signature]
Ada Gaston, Secretary

STATE OF FLORIDA)
) ss.
COUNTY OF ORANGE)

I, C Douglas Hensley, a Notary Public, in and for said county and state, certify that Patrick Lohan and Ada Gaston, who are personally known to me to be the persons whose names are subscribed to the foregoing instrument, appeared before me this date in person and acknowledge that each signed, sealed and delivered this said instrument in writing as each person's true and voluntary act and deed for the purposes and uses therein set forth.

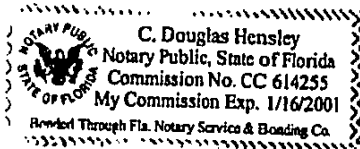
Given under my hand and seal this 30 day of July 1997.

My commission expires: JAN 16 2001

[SEAL]

C Douglas Hensley
Notary Public

Address: 5250 LK HENDERHILL Rd
ORLANDO, FL 32807



IN WITNESS WHEREOF this Articles Of Merger has been executed by CES Wireless Technologies Corp., a Florida corporation, by its duly authorized officers on 7-30, 1997.

CES WIRELESS TECHNOLOGIES CORP.
a Florida corporation

Date: July 30 1997

By: Patrick Lohan, President

ATTEST:

Ada Gaston
Ada Gaston, Secretary

STATE OF FLORIDA)
COUNTY OF Orange) ss.

I, C Douglas Hensley, a Notary Public, in and for said county and state, certify that Patrick Lohan and Ada Gaston, who are personally known to me to be the persons whose names are subscribed to the foregoing instrument, appeared before me this date in person and acknowledge that each signed, sealed and delivered this said instrument in writing as each person's true and voluntary act and deed for the purposes and uses therein set forth.

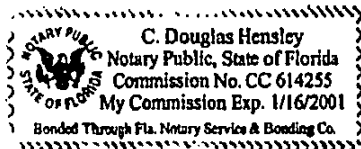
Given under my hand and seal this 30 day of July 1997.

My commission expires: JAN 16 2001

[SEAL]

C Douglas Hensley
Notary Public

Address: 5247 LK Windsor Hill Rd
Orlando, FL 32807



Agreement And Plan Of Merger Of
CES Wireless Technologies Corp.
(A Florida Corporation)
And CES Wireless Technologies Corp.
(A Maryland Corporation)

This Agreement And Plan Of Merger is by and between CES Wireless Technologies Corp., a Maryland corporation ("CES-Maryland"), and CES Wireless Technologies Corp., a Florida corporation ("CES-Florida"). CES-Maryland and CES-Florida are sometimes referred to individually as a "Constituent Corporation," and they are sometimes referred to jointly as the "Constituent Corporations."

Recitals

A. CES-Maryland was formed as a wholly owned subsidiary of CES-Florida pursuant to a proposal for the reorganization of CES-Florida approved by the board of directors of CES-Florida.

B. The reorganization of CES-Florida is to be effected by merging CES-Florida with and into CES-Maryland and causing the shareholders of CES-Florida to become the stockholders of CES-Maryland, with each outstanding share of common stock of CES-Florida being deemed simultaneously at the time of the merger to be one share of common stock of CES-Maryland.

C. The General Corporation Law of the State of Maryland (the "Maryland Code") and the Florida Business Corporation Act (the "Florida Code") permit the reorganization of CES-Florida into CES-Maryland provided that CES-Maryland and CES-Florida each adopts a plan of merger which sets forth the terms and conditions of the proposed merger, the mode of carrying the merger into effect, the manner and basis of converting the shares of each corporation into shares or other securities or obligations of the surviving corporation and other applicable provisions.

Agreement

In consideration of the premises and the following agreements, CES-Maryland and CES-Florida agree as follows:

1. Name Of Constituent Corporations And Surviving Corporation. The names of the corporations proposing to merge are CES Wireless Technologies Corp., a Maryland corporation, and CES Wireless Technologies Corp., a Florida corporation, and the name of the corporation which shall be the surviving corporation is CES Wireless Technologies Corp., a Maryland corporation.

2. Terms And Conditions Of The Merger. CES-Florida shall merge with and into its wholly owned subsidiary, CES-Maryland, effective as of the date of the later to occur of the filing of Articles Of Merger with the Secretary of State of Florida in accordance with the Florida Code and of the date of filing Articles Of Merger with the Secretary of State of Maryland in accordance with the Maryland Code.

3. Manner And Basis Of Converting Shares. CES-Maryland has authority to issue 12,000,000 shares of common stock having a par value of \$.001 and 4,000,000 shares of preferred stock having a par value of \$.001. CES-Maryland has 100 shares of common stock issued and outstanding, all

of which are owned by CES-Florida. CES-Maryland does not have any preferred stock issued and outstanding. CES-Florida has authority to issued 12,000,000 shares of common stock having a par value of \$.001, 2,227,192 shares of which are outstanding; and 4,000,000 shares of preferred stock having a par value of \$.001, none of which are issued and outstanding. Upon the merger becoming effective, (a) each outstanding share of common stock of CES-Florida shall immediately be deemed to be one share of common stock of CES-Maryland without an exchange of certificates, and (b) the 100 shares of common stock of CES-Maryland owned by CES-Florida, which shall then be owned by CES-Maryland by virtue of the merger, shall be retired and resume the status of authorized and unissued shares and any capital represented by the shares shall be eliminated.

4. Articles Of Incorporation And Bylaws. The Articles Of Incorporation and the Bylaws of CES-Maryland in effect on the date of the merger shall be the Articles Of Incorporation and Bylaws of the surviving corporation until amended in accordance with the Maryland Code.

5. Directors. The directors of CES-Maryland at the time of the merger shall be the directors of the surviving corporation until their successors are elected and qualified.

6. Effect Of Merger. Upon the merger becoming effective, CES-Florida shall merge with an into CES-Maryland, which shall be the surviving corporation, and CES-Florida shall cease to exist. CES-Maryland shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and shall be subject to all the restrictions, disabilities and duties of each Constituent Corporation, and all the rights, privileges, powers and franchises of each Constituent Corporation and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, for stock subscriptions as well as all other things in action or belonging to each Constituent Corporation shall be vested in CES-Maryland; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter the property of CES-Maryland as effectually as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, in either of the Constituent Corporations, shall not revert or be in any way impaired; and all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall attach to CES-Maryland and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

7. Obligations Of The Constituent Corporations. Each of the Constituent Corporations shall take or cause to be taken all actions and do or cause to be done all things necessary, proper or advisable under the laws of the states of Florida and Maryland to consummate and effect the merger.

8. Approval By Holder Of Common Stock. This agreement has been approved by the sole stockholder of CES-Maryland in the manner provided by the laws of the jurisdiction under which CES-Maryland is organized.

9. Termination; Amendment. This agreement may be abandoned by either CES-Maryland or CES-Florida by appropriate resolution of the Board Of Directors of either Constituent Corporation at any time prior to the merger becoming effective and may be amended in matters of form or supplemented by additional agreements, articles or certificates, as may be determined in the judgment of the Boards of Directors of the Constituent Corporations to be necessary, desirable, or expedient to clarify the intentions of the Constituent Corporation or to effect or facilitate the filing, recording or official approval of this

Agreement And Plan Of Merger in accordance with its purpose and intent.

Delete 15. ~~Articles Of Incorporation. The Articles Of Incorporation of CES Florida and the Articles Of Incorporation of CES Maryland are attached hereto as Exhibits A and B, respectively, and incorporated and made a part of this Agreement And Plan Of Merger.~~

IN WITNESS WHEREOF this Agreement And Plan Of Merger has been executed and attested to by the persons indicated below on the 30 day of July, 1997.

CES WIRELESS TECHNOLOGIES CORP.
a Maryland corporation

Date: July 30 - 1997

By: [Signature]
Patrick Lohan, President

ATTEST:

[Signature]
Ada Gaston/Secretary

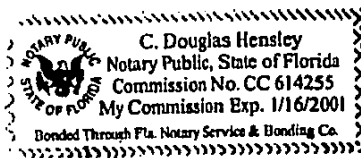
STATE OF FLORIDA)
) ss.
COUNTY OF ORANGE)

I, C Douglas Hensley, a Notary Public, in and for said county and state, certify that Patrick Lohan and Ada Gaston, who are personally known to me to be the persons whose names are subscribed to the foregoing instrument, appeared before me this date in person and acknowledge that each signed, sealed and delivered this said instrument in writing as each person's true and voluntary act and deed for the purposes and uses therein set forth.

Given under my hand and seal this 30 day of July 1997.

My commission expires: JAN 16 2001

[SEAL]



C Douglas Hensley
Notary Public

Address: 5250 LK Underhill Rd
ORLANDO, FL 32807

IN WITNESS WHEREOF this Agreement And Plan Of Merger has been executed and attested to by the person indicated below on the 30 day of July, 1997.

CES WIRELESS TECHNOLOGIES CORP.
a Florida corporation

Date: July 30- 1997

By: [Signature]

Patrick Lohan, President

ATTEST:

[Signature]
Ada Gaston, Secretary

STATE OF FLORIDA)
) ss.
COUNTY OF ORANGE)

I, C. Douglas Hensley, a Notary Public, in and for said county and state, certify that Patrick Lohan and Ada Gaston, who are personally known to me to be the persons whose names are subscribed to the foregoing instrument, appeared before me this date in person and acknowledge that each signed, sealed and delivered this said instrument in writing as each person's true and voluntary act and deed for the purposes and uses therein set forth.

Given under my hand and seal this 30 day of July 1997.

My commission expires: JAN 16 2001

[SEAL]

C. Douglas Hensley
Notary Public

Address: 5250 1st Underhill Rd
Orlando, FL 32807

