

P93000075166

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December 14, 2001

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-12/19/01--01016--008
*****78.75 *****78.75

RE: dB Telco, Inc.

Dear Sir or Madam:

Enclosed are Articles of Merger regarding the above corporation along with the Agreement and Plan of Merger for filing with your office. I have enclosed a check in the amount of \$78.75 which I believe covers the filing fee.

Would you please process this merger and forward a certificate to this office at your earliest convenience.

Very truly yours,

John K. Bosen

JKB:dlc
enclosures

FILED
01 DEC 19 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-01

merger
T. LEWIS DEC 27 2001

ARTICLES OF MERGER
Merger Sheet

MERGING:

DB TELCO, INC., a Florida entity, P93000075166

INTO

DB TELCO, INC.. a New Hampshire entity not qualified in Florida

File date: December 19, 2001, effective December 31, 2001

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

EFFECTIVE DATE

12-31-01

dB Telco, Inc.

New Hampshire

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

dB Telco, Inc.

Florida

FILED
01 DEC 19 PM 1:19
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 12 / 31 / 2001 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on n/a

The Plan of Merger was adopted by the board of directors of the surviving corporation on

December 10, 2001 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on n/a


The Plan of Merger was adopted by the board of directors of the merging corporation(s) on

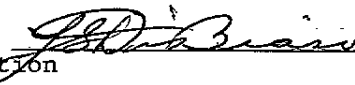
December 10, 2001 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
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<u>dB Telco, Inc.</u> <u>a Florida corporation</u>		<u>Laurence S. DiBiasco, President</u>
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<u>dB Telco, Inc.</u> <u>a New Hampshire corporation</u>		<u>Laurence S. DiBiasco, President</u>
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PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

dB Telco, Inc.

New Hampshire

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

dB Telco, Inc.

Florida

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

See attached Agreement and 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 or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of dB Telco, Inc., a Florida corporation, shall be exchangeable for one share of dB Telco, Inc., a New Hampshire corporation.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit: n/a

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

See attached Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

DATE: 12/10/01

PARTIES: dB Telco, Inc.
a New Hampshire
corporation

(Surviving Corporation)

dB Telco, Inc.
a Florida
corporation

(Merging Corporation)

AGREEMENTS:

SECTION 1. MERGER

On the effective date, the Merging Corporation shall be merged with and into the Surviving Corporation. The separate existence of the Merging Corporation shall cease, and both the Merging and Surviving Corporation shall be a single corporation which shall be the Surviving Corporation under the name of dB Telco, Inc., a New Hampshire corporation. The title to all real estate and other property owned by the Merging Corporation and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment, and without further act or deed. The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date. Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

SECTION 2. EFFECTIVE DATE

Articles of Merger shall be filed in the state of New Hampshire in accordance with the laws of that state, and Articles of Merger shall thereafter be filed in Florida in accordance with the laws of that state. The merger of the Merging Corporation and the Surviving Corporation shall be effective on the later of the filing of the Articles of Merger in the state of New Hampshire, or the close of business on December 31, 2001.

SECTION 3. SHARES OF STOCK

On the effective date, each share of stock of the Merging Corporation shall, by virtue of the merger and without any action on the part of the Merging Corporation or the Surviving Corporation, be immediately canceled.

SECTION 4. CORPORATE INCIDENTS

4.1 Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the effective date, shall be the Articles of Incorporation of the Surviving Corporation following this merger.

4.2 Bylaws. The Bylaws of the Surviving Corporation, as in effect immediately prior to the effective date, shall be the Bylaws of the Surviving Corporation following this merger.

4.3 Board of Directors and Officers. The Board of Directors of the Surviving Corporation following this merger shall consist of the persons who are members of the Board of Directors of the Surviving Corporation immediately prior to the effective date, and they shall hold office until their successors have been elected and qualified. The officers of the Surviving Corporation following this merger shall be the persons who are the officers of the Surviving Corporation immediately prior to the effective date, and they shall hold office at the pleasure of the Board of Directors of the Surviving Corporation.

SECTION 5. CONTINUATION OF BUSINESS

After the effective date, the Surviving Corporation shall continue to carry on the business activities now being carried on by the Merging Corporation.

SECTION 6. PURPOSE AND EFFECT

The purpose and effect of this merger shall be the reincorporation in the state of New Hampshire of the Merging Corporation, and the business of the Merging Corporation shall be continued without interruption. It is the intent of the parties that this merger shall be a tax-free corporate reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code.

SECTION 7. BINDING EFFECT

The provisions of this Agreement shall be binding upon and inure to the benefit of the successors and assigns of the parties.

SECTION 8. APPLICABLE LAW

This agreement shall be governed by and shall be construed in accordance with the laws of the state of New Hampshire.

DB Telco, Inc.,
a New Hampshire corporation,

By 
Laurence S. DiBiaso, President

DB Telco, Inc.,
A Florida corporation,

By 
Laurence S. DiBiaso, President