

PQ3000075725

CT CORPORATION SYSTEM

FILED  
FEB 20 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

CTS Telcom, Inc. Merging into: CTS Telcom Holdings, Inc.

Merger

100003743801--6

-02/20/01--01096--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

<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		

Name \_\_\_\_\_  
Availability 2/20/01 2/20/01  
Document \_\_\_\_\_  
Examiner ASR  
Updater ASR  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

Order#: 3628480

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

*ASR*

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

CTS TELCOM, INC., a Florida corporation P93000075725

INTO

**CTS TELECOM HOLDINGS, INC.**, a Florida corporation not qualified in Florida.

File date: February 20, 2001

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER OF  
CTS TELCOM, INC.  
WITH AND INTO  
CTS TELCOM HOLDINGS, INC.**

The following articles of merger (the "Articles") are hereby submitted pursuant to Section 607-1105 of the Florida Business Corporation Act.

**FIRST:** The name and jurisdiction of the surviving corporation is CTS Telcom Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware.

**SECOND:** The name and jurisdiction of the merging corporation is CTS Telcom, Inc., a corporation organized and existing under the laws of the State of Florida.

**THIRD:** The plan of merger (the "Plan") is attached.

**FOURTH:** The merger shall become effective on the date the Articles are filed with the Secretary of State of the State of Florida.

**FIFTH:** The Plan was adopted by the Board of Directors of the surviving corporation on February 15, 2001, and stockholder approval was not required.

**SIXTH:** The Plan was adopted by the stockholders of the merging corporation on February 15, 2001.

**DULY EXECUTED** and delivered by a duly authorized officer of each of the Constituent Corporations on February 15, 2001.

**THE MERGING CORPORATION:** CTS TELCOM, INC.

By: \_\_\_\_\_

Michael Mies

Title: President and Secretary

**THE SURVIVING CORPORATION:** CTS TELCOM HOLDINGS, INC.

By: \_\_\_\_\_

Michael Mies

Title: President and Secretary

FILED  
01 FEB 20 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER  
OF  
CTS TELCOM, INC.  
WITH AND INTO  
CTS TELCOM HOLDINGS, INC.**

**THIS AGREEMENT AND PLAN OF MERGER** (this "Plan") is by and between CTS Telcom, Inc., a Florida corporation (the "Merging Corporation"), and CTS Telcom Holdings, Inc. a Delaware corporation (the "Delaware Corporation" or the "Surviving Corporation") (the Merging Corporation and the Surviving Corporation are hereinafter collectively referred to as the "Constituent Corporations").

**BACKGROUND STATEMENT**

The Delaware Corporation owns 100% of the issued and outstanding capital stock of the Merging Corporation. The Board of Directors of each of the Constituent Corporations has determined that it is in the best interests of each such corporation and its stockholders to merge to more efficiently and effectively transact and carry on their businesses (the "Merger");

**PLAN AND AGREEMENT**

In consideration of the premises and pursuant to the terms and conditions hereinafter set forth, the parties to this Plan agree that, in accordance with the terms of this Plan and the applicable statutes of the States of Delaware and Florida, the Constituent Corporations shall make appropriate filings with the Secretaries of State of the States of Delaware and Florida, the Merging Corporation shall be merged with and into the Delaware Corporation, and the terms and conditions of the Merger and the mode of carrying the Merger into effect shall be as follows:

1. *The Merger and Surviving Corporation.* At the Effective Time (as hereinafter defined) of the Merger, the Merging Corporation shall be merged with and into the Delaware Corporation which shall be the Surviving Corporation after the Merger and which shall continue to exist as a corporation created and governed by the laws of the State of Delaware under the name of "CTS Telcom Holdings, Inc."

2. *Effective Time of the Merger.* The Merger shall be effective upon filing of a Certificate of Merger with the Secretaries of State of the States of Florida and Delaware (the "Effective Time").

3. *Effect of Merger.* At the Effective Time, the Merging Corporation shall merge with and into the Delaware Corporation, and the separate existence of the Merging Corporation shall cease. Without limiting any provisions of applicable law of the State of Florida or the State of Delaware, at the Effective Time: title to all real estate and other

FILED  
01 FEB 20 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

property (including intellectual property) owned by each of the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of each of the Constituent Corporations; any proceeding pending against either of the Constituent Corporations may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation; and the shares and other securities of the Merging Corporation that are to be converted into shares and other securities of the Surviving Corporation shall be so converted and the former holders of such shares and other securities are to be entitled only to the rights provided in this Plan.

4. *Cancellation of the Merging Corporation Shares.* Each share of the common stock of the Merging Corporation outstanding immediately prior to the Effective Time shall be surrendered to the Surviving Corporation for cancellation and shall not be converted or exchanged in any manner.

5. *Articles of Incorporation.* The Certificate of Incorporation of the Delaware Corporation shall be the Certificate of Incorporation of the Surviving Corporation.

6. *Bylaws.* The Bylaws of the Delaware Corporation as in effect at the Effective Time shall continue to be the Bylaws of the Surviving Corporation until amended as provided in said Bylaws.

7. *Directors and Officers.* The persons who are the directors and officers of the Surviving Corporation as of the Effective Time shall be the directors and officers of the Surviving Corporation until changed in accordance with the Bylaws of the Surviving Corporation and applicable law.

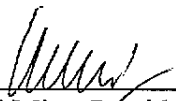
8. *Amendment; Termination and Abandonment.* This Plan may be supplemented or amended in any manner at any time and from time to time prior to the Effective Time by the mutual consent of the Delaware Corporation and the Merging Corporation without any action by the shareholders of the Delaware Corporation or the Merging Corporation; provided that any amendment, modification or supplement to this Plan after its approval by the shareholders of the Merging Corporation but prior to the Effective Time shall require the approval of the shareholders of the Merging Corporation unless the amendment, modification or supplement to this Plan does not alter or change (i) the amount or kind of shares to be received thereunder in exchange for shares of Merging Corporation Common Stock, (ii) any term of the Certificate of Incorporation of the Surviving Corporation as provided for in this Plan, or (iii) any of the terms and conditions of this Plan in a manner that would adversely affect the holders of Merging Corporation Common Stock. This Plan may be terminated and the Merger abandoned at any time prior to the filing of articles or a certificate of merger with the Secretaries of State of the States of Florida and Delaware by action taken by the respective Boards of Directors of the Constituent Corporations.

9. *Further Assurances.* If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances or any other things are necessary or desirable to vest in the Surviving Corporation, in accordance with the terms of this Plan, the title of any property or rights of the Merging Corporation, or otherwise to carry out this Plan or the Merger, the last acting officers and directors of the Merging Corporation or the corresponding officers and directors of the Surviving Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out this Plan or the Merger.

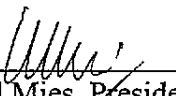
10. *Counterparts.* This Plan may be executed in multiple counterparts, each of which shall be deemed an original, and it shall not be necessary in making proof of this Plan or its terms to produce or account for more than one of such counterparts.

DULY EXECUTED and delivered by a duly authorized officer of each of the Constituent Corporations on February 15, 2001.

**THE MERGING CORPORATION:      CTS TELCOM, INC.**

  
\_\_\_\_\_  
Michael Mies, President and Secretary

**THE SURVIVING CORPORATION:      CTS TELCOM HOLDINGS, INC.**

  
\_\_\_\_\_  
Michael Mies, President and Secretary