



P94000010696

FILED  
DEC 14 PM 4:52  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 513968 4809298

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : December 13, 1999

ORDER TIME : 3:38 PM

ORDER NO. : 513968-005

CUSTOMER NO: 4809298

CUSTOMER: Ms. Margaret Chow  
Riker, Danzig, Scherer, Hyland  
Headquarters Plaza II  
One Speedwell Avenue  
Morristown, NJ 07962-1981

Merger

700003070677--7

ARTICLES OF MERGER

SUBSPACE COMMUNICATIONS, INC.

INTO

MUSIC SUBSPACE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

12/15/99

RECEIVED  
99 DEC 14 PM 4:40  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SUBSPACE COMMUNICATIONS, INC., a Florida corporation P94000010696  
,

INTO

**MUSIC SUBSPACE, INC.**, a Delaware corporation not qualified in Florida.

File date: December 14, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER**  
**OF**  
**SUBSPACE COMMUNICATIONS, INC.,**  
**and**  
**MUSIC SUBSPACE, INC.**

FILED  
99 DEC 14 PM 4:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and foreign business corporation herein named do hereby submit the following articles of merger:

1. Annexed hereto and made a part hereof is the Plan of Merger (the "Plan") for merging Subspace Communications, Inc., a Florida corporation ("Subspace") with and into MUSIC Subspace, Inc., a Delaware corporation ("MSI").

2. The shareholders of Subspace entitled to vote on the Plan approved and adopted the Plan by written consent given by them on December 1, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of Subspace with and into MSI is permitted by the laws of the State of Delaware, the jurisdiction of organization of MSI, and has been authorized in compliance with said laws. The date of approval and adoption of the Plan by the sole shareholder of MSI was December 1, 1999.

4. The address of the principal office of MSI is as follows:

254B Mountain Avenue  
Hackettstown, New Jersey 07840

5. MSI is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders, if any, of MSI or Subspace. MSI has agreed to promptly pay to the dissenting shareholders, if any, of MSI or Subspace that amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

6. The effective time and date of the merger herein provided for in the State of Florida shall be the date that these Articles of Merger are filed.

5

Executed on December 1, 1999

SUBSPACE COMMUNICATIONS, INC.

By: J. Romanuk  
Jerzy Romanuk  
President

MUSIC SUBSPACE, INC.

By: Moshe Tal  
Moshe Tal  
President

FAX +  
FEDEX AND  
ORIGINAL  
SIGNATURE

## PLAN OF MERGER

PLAN OF MERGER (the "Plan") by and between Subspace Communications, Inc. ("Subspace"), a business corporation organized under the laws of the State of Florida, and MUSIC Subspace, Inc. ("MSI" or the "Surviving Corporation"), a business corporation organized under the laws of the State of Delaware. The Plan was duly adopted by resolution of the Board of Directors of Subspace on December 1, 1999 and by resolution of the Board of Directors of MSI on December 1, 1999. The name of the Surviving Corporation into which Subspace Communications, Inc. plans to merge is "MUSIC Subspace, Inc."

1. Subspace and MSI shall, pursuant to the provisions of the Florida Business Corporation Act (the "FBCA") and the provisions of the Delaware General Corporation Law ("DGCL"), be merged with and into a single corporation, to wit, MSI, which shall be the surviving corporation upon the effective date of the merger, and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the DGCL. The separate existence of Subspace shall cease at the effective time and date of the merger in accordance with the provisions of the FBCA.

2. The Certificate of Incorporation of MSI at the effective time and date of the merger in the State of Delaware shall be the Certificate of Incorporation of the Surviving Corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the State of Delaware.

3. The by-laws of MSI at the effective time and date of the merger in the State of Delaware will be the by-laws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Delaware.

4. The directors and officers in office of MSI at the effective time and date of the merger in the State of Delaware shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. Each issued share of Subspace immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into 266.66 shares of stock in MUSIC Telecom, Inc., a Delaware corporation and MSI's parent corporation.

6. This Plan shall be submitted to the shareholders of Subspace for their approval or rejection in the manner prescribed by the provisions of the FBCA, and the merger of Subspace with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the State of Delaware.

7. In the event that this Plan shall have been approved by the shareholders entitled to vote of Subspace in the manner prescribed by the provisions of the FBCA, and in the event that the merger of Subspace with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the State of Delaware, Subspace and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Boards of Directors and the appropriate officers of Subspace and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan or of the merger herein provided for.

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