

P94000011977

CAPITOL SERVICES d/b/a  
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

900002471709--3  
-03/30/98-01009-019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

1. Megaplace, Inc. P98 000027642  
(Corporation Name) (Document #)
2. Central Network Communications Inc. P94000011977  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 3/30 ☐ Certified Copy  
☐ Mail out ☐ Will wait ☒ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

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

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

RECEIVED  
98 MAR 30 AM 11:05  
DIVISION OF CLERK/REGISTRATION

FILED

98 MAR 30 PM 4:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

merger  
4/2/98  
DC

Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

MEGAPLACE, INC., a Florida corporation, P98000027642

INTO

**CENTRAL NETWORK COMMUNICATIONS, INC.,** a Florida corporation,  
P94000011977.

File date: March 30, 1998

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 30, 1998

CAPITOL SERVICES

TALLAHASSEE, FL 32301

SUBJECT: CENTRAL NETWORK COMMUNICATIONS, INC.  
Ref. Number: P94000011977

*Resubmit +  
Backdate!  
PLS*

We have received your document for CENTRAL NETWORK COMMUNICATIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

PLEASE ATTACH A LIST OF THE NEW OFFICERS AND DIRECTORS AS MENTIONED IN #4 OF THE AGREEMENT AND PLAN OF MERGER.

PLEASE NOTE: A CIRCUIT COURT DOCUMENT IS ALSO ATTACHED TO THIS MERGER. IS THIS ANY PART OF THE MERGER?

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) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 598A00016860

RECEIVED  
98 MAR 31 AM 11:00  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 31, 1998

*Please back date to original  
submission date.*

CAPITOL SERVICES

TALLAHASSEE, FL 32301

SUBJECT: CENTRAL NETWORK COMMUNICATIONS, INC.  
Ref. Number: P94000011977

We have received your document for CENTRAL NETWORK COMMUNICATIONS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

#4 OF THE AGREEMENT AND PLAN OF MERGER STATES THAT The directors and officers in office of the non-surviving corporation shall be the officers and directors of the surviving corporation and the surviving corporations officers and directors now in office shall resign. WE MUST HAVE A LIST OF THESE OFFICERS AND DIRECTORS BEFORE THE MERGER CAN BE FILED.

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) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 398A00017058

ARTICLES OF MERGER  
OF  
Megaplace, Inc.  
AND  
Central Network Communications, Inc.

FILED  
98 MAR 30 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the corporations herein named do hereby adopt the following articles of merger:

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Megaplace, Inc. with and into Central Network Communications, Inc, as adopted by the requisite vote of shareholders of Megaplace, Inc. at a meeting of the shareholders of Megaplace, Inc. on January 2, 1998 in accordance with the laws of Florida and adopted by written consent in lieu of a meeting of the shareholders of Central Network Communications, Inc on January 2, 1998.

2. The merger of Megaplace, Inc. with and into Central Network Communications, Inc is permitted by the laws of the State of Florida and the laws of the State of Florida and is in compliance with said laws.

3. As to Megaplace, Inc., the aforesaid Plan of Merger was adopted by the shareholder(s) in accordance with the provisions of the Florida Business Corporation Act on January 2, 1998

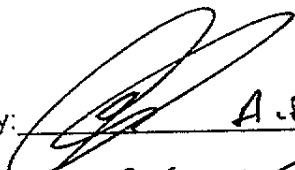
4. As to Central Network Communications, Inc, the aforesaid Plan of Merger was adopted by the shareholder(s) in accordance with the provisions of the Florida Business Corporation Act on January 2, 1998

5. Central Network Communications, Inc will continue its existence as the surviving corporation under Central Network Communications, Inc pursuant to the provisions of the Florida Business Corporation Act.

6. The merger herein provided for shall become effective on Filing with the Secretary of State of Florida.

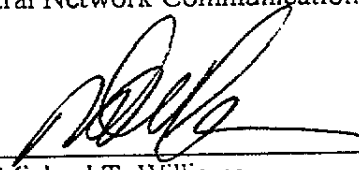
Executed on May 26, 1998.

Megaplace, Inc.

By:  A. DELMAR  
Its: PRESIDENT

Albert Delmar, President

Central Network Communications, Inc

By:   
Michael T. Williams  
Its: Asst. Secy

AGREEMENT AND PLAN OF MERGER dated March 26, 1998 adopted by Megaplace, Inc., a corporation for profit organized under the laws of the State of Florida, by resolution of its Board of Directors adopted on March 26, 1998 and by resolution of its shareholders adopted on March 26, 1998; and by Central Network Communications, Inc., a corporation for profit organized under the laws of the State of Florida, by resolution of its sole director and its stockholder(s) on March 26, 1998. The names of the corporations planning to merge are Megaplace, Inc., a corporation for profit organized under the laws of the State of Florida, Central Network Communications, Inc., a corporation for profit organized under the laws of the State of Florida. The name of the surviving corporation into which Megaplace, Inc. plans to merge is Central Network Communications, Inc..

1. Megaplace, Inc. and Central Network Communications, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Central Network Communications, Inc., which shall be the surviving corporation when the merger becomes effective and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Megaplace, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease when the merger becomes effective in accordance with provisions of the Florida Business Corporation Act.

2. The articles of incorporation of the surviving corporation when the merger becomes effective shall be the articles of incorporation of said surviving corporation, and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said 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 Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation [who are as follows: Albert Delmar - President and Director, Luis Brouillet - Executive Vice President and Director, David E. Amsel - Vice President, Secretary, Treasurer and Director, Gordon Hay - Vice President and Director, and Michael Williams - Assistant Secretary] shall (when the merger becomes effective) be the members of the Board of Directors and the officers of the surviving corporation, all of whom shall hold office until their respective successors are duly elected and qualified or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation; and simultaneous with the merger, the officers and directors of the non-surviving corporation [who are as follows: Albert Delmar - President, David E. Amsel - Vice President, Secretary, Treasurer and Director, and Gordon Hay - Vice President and Director] shall resign.

5. The shares of common stock outstanding of the non-surviving corporation when the merger becomes effective shall be converted on a Three Shares Common and Six Warrants (@ \$.25 per share of Common, expiring March 31, 2001) of surviving corporation for one share of Common of non surviving corporation, 3.5715918 Common and 7.143184 Warrants of surviving corporation for one share of Preferred of non surviving corporation for one basis. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued when the merger becomes effective shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the provisions of the Florida Business Corporation Act, and the Plan of Merger herein made and approved shall be submitted to the majority shareholder of the surviving corporation for his approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. Of the shares of Common Stock issued in the merger, 85% shall be issued under Rule 506 of SEC Regulation D, and thus subject to the resale restrictions of Rule 144, and the remaining 15% shall be issued under Rule 504 of SEC Regulation D, and thus not subject to the resale restrictions of Rule 144. All of the shares of Common Stock issued upon the exercise of the Warrants shall be issued under Rule 506 of SEC Regulation D, and thus subject to the resale restrictions of Rule 144.

8. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the provisions of the Florida Business Corporation Act, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation 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 that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

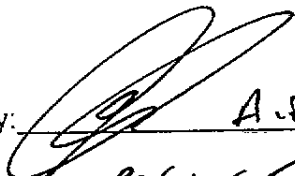
9. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record, any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

10. The merger herein provided for shall become effective on Filing with the Secretary of State of Florida.



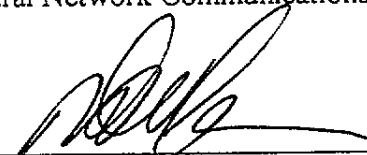
Executed on 7/26, 1998.

Megaplace, Inc.

By:  A. Delmar  
Its: PRESIDENT

Albert Delmar, President

Central Network Communications, Inc

By:   
Michael T. Williams  
Its: Asst. Scty.