

P94000028088

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

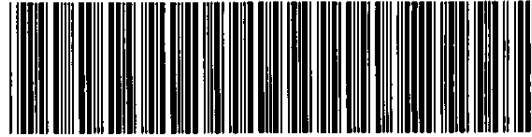
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

10 FEB -2 PM 1:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
C.COULLIETTE

FEB 02 2010

EXAMINER

Charter Number Only

VALIDATION ONLY

12-28-09 MR. NACLERIO

Richman, Greer, Weil

Requester's Name

201 S. Biscayne Blvd. 10 Floor

Address

Miami FL 33131

City

State

ZIP

Phone

(305) 373-4000

CORPORATION(S) NAME

Global Telephone Holdings, Inc.

() Profit

() NonProfit

() Amendment

☒ Merger

() Foreign

() Dissolution

() Mark

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of Registered Agent

☒ Certified Copy

() Photo Copies

() Certificate Under Seal

() Call When Ready

() Call If Problem

() After 4:30

☒ Walk In

() Will Wait

☒ Pick Up

() Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 30, 2009

EMPIRE

MIAMI, FL

SUBJECT: TRESKOM U.S.A., INC.
Ref. Number: P94000028088

We have received your document for TRESKOM U.S.A., INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Your submitted documents did not include the articles of merger. You will need to either use our forms for this or type your own but the articles will have to be part of the merger filing to be accepted and filed in our office.

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) 245-6903.

Cheryl Coulliette
Regulatory Specialist II

Letter Number: 009A00039492

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2010 FEB -2 AM 10:46
NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

ARTICLES OF MERGER OF
GLOBAL TELEPHONE HOLDING, INC.,
a U.S. Virgin Islands Corporation

into

TRESCOM U.S.A., INC.,
a Florida Corporation

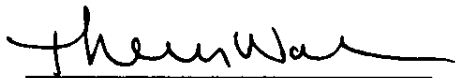
FILED
10 FEB -2 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to §§ 607.1107, 607.1108 and 607.1109 of the Florida Business Corporation Act (the "Act"), **GLOBAL TELEPHONE HOLDING, INC.,** a U.S. Virgin Islands Corporation ("Global") and **TRESCOM U.S.A., INC.,** a Florida Corporation ("TresCom U.S.A.") adopt the following Articles of Merger:

1. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.
2. Under the Plan of Merger, all issued and outstanding shares of Global's stock will be acquired by means of a merger of Global into TresCom U.S.A., with TresCom U.S.A. as the surviving company.
3. The Plan of Merger was approved by the Board of Directors of TresCom U.S.A. Shareholder approval of the Plan of Merger is not required by the shareholders of TresCom U.S.A. pursuant to § 607.1104(1)(a) of the Act.
4. The Plan of Merger was approved by Global pursuant to the laws of the U.S. Virgin Islands.
5. The effective date of the merger is December 23, 2009

IN WITNESS WHEREOF, the parties have set their hands on January 20, 2010.

ATTEST:

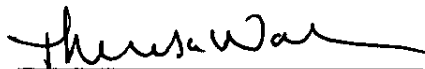


(Corporate seal)

TRESCOM U.S.A., INC.,
a Florida Corporation

By: K. Paul Singh
K. Paul Singh

ATTEST:



(Corporate seal)

GLOBAL TELEPHONE HOLDING, INC.,
a U.S. Virgin Islands Corporation

By: K. Paul Singh
K. Paul Singh

WRITTEN ACTION

SHAREHOLDERS

GLOBAL TELEPHONE HOLDINGS, INC.

The undersigned, constituting all of the Shareholders of **GLOBAL TELEPHONE HOLDINGS, INC.** (the "Corporation"), in lieu of holding a Shareholder's meeting and pursuant to the provisions of Title 13, Section 196 of the Virgin Islands Code, hereby deem advisable and adopt the following resolutions with the same force and effect as if approved at a meeting of the Shareholders held this date and direct that this writing be filed with the Minutes of the Corporation.

RESOLVED, that pursuant to an Agreement of Merger dated the 23rd day of December, 2009, wherein Global Telephone Holdings, Inc. (the "Corporation") is merged into TresCom U.S.A., Inc., the same hereby is, in all respects, approved and accepted on behalf of the Corporation.

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized, empowered, and directed to take any and all steps, and to execute and deliver any and all instruments in connection with consummating all transactions contemplated by the aforesaid Agreement of Merger and in connection with carrying out the foregoing resolutions.

Dated: December 23rd, 2009

TRESCOM U.S.A, INC.
Sole Shareholder

By: K. Paul Singh
K. Paul Singh, Chairman and CEO

WRITTEN ACTION
BOARD OF DIRECTORS
GLOBAL TELEPHONE HOLDINGS, INC.

The undersigned, constituting all of the Directors of **GLOBAL TELEPHONE HOLDINGS, INC.**, (the "Corporation"), in lieu of holding a Directors' meeting and pursuant to the provisions of Title 13, Section 67b of the Virgin Islands Code, hereby deem advisable and adopt the following resolutions with the same force and effect as if approved at a meeting of the Directors held this date and direct that this writing be filed with the Minutes of the Corporation.

RESOLVED, that pursuant to an Agreement of Merger dated the 23rd day of December, 2009, wherein GLOBAL TELEPHONE HOLDINGS, INC. (the "Corporation") is merged into TRESKOM U.S.A., INC., the same hereby is, in all respects, approved and accepted on behalf of the Corporation.

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized, empowered and directed to take any and all steps, and to execute and deliver any and all instruments in connection with consummating all transactions contemplated by the aforesaid Agreement of Merger and in connection with carrying out the foregoing resolution into effect.

Dated: December 23rd, 2009

K. Paul Singh
K. Paul Singh, Director

John F. DePodesta /TW
John F. DePodesta, Director

Thomas R. Kloster
Thomas R. Kloster, Director

AGREEMENT OF MERGER

GLOBAL TELEPHONE HOLDINGS, INC., a United States Virgin Islands corporation (hereinafter called "Dissolving Corporation) and **TRESCOM U.S.A., INC.**, a Florida corporation (hereinafter called "Surviving Corporation).

WHEREAS, the Boards of Directors of Surviving Corporation and Dissolving Corporation have resolved that Dissolving Corporation be merged under and pursuant to the General Corporation Law of the United States Virgin Islands and the Corporate Code of the State of Florida into a single corporation existing under the laws of the State of Florida, to wit, Surviving Corporation, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation"); and

WHEREAS, the authorized capital stock of Dissolving Corporation consists of One Thousand (1,000) shares of Common Stock with no par value (hereinafter called "Dissolving Corporation Common Stock"), all of which shares are issued and outstanding; and

WHEREAS, the respective Boards of Directors of Dissolving Corporation and **Surviving Corporation** have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement; and

WHEREAS, the principal office of the Surviving Corporation in the United States is located at 7901 Jones Branch Drive, Suite 900, McLean Virginia, 22012, United States and the name and address of its resident agent is Thomas R. Kloster, at the same address.

AGREEMENT OF MERGER
PAGE 2

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Law of the United States Virgin Islands and the Corporate Code of the State of Florida that Dissolving Corporation shall be, as of the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, Surviving Corporation, which shall be the surviving corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. **Shareholder's Meeting; Filings; Effects of Merger**

1.1 **Action by Surviving Corporation as Sole Shareholder of Dissolving Corporation.** The Sole Shareholder of Dissolving Corporation shall adopt this Agreement in accordance with the Corporate Code of the State of Florida and with the By-Laws of Surviving Corporation on or before December 23, 2009.

1.2 **Filing of Agreement of Merger; Effective Date.** Upon adoption of this Agreement by the Sole Shareholder of Dissolving Corporation in accordance with the General Corporation Law of the United States Virgin Islands, this Agreement of Merger shall be filed and recorded in accordance with the General Corporation Law of the United States Virgin Islands

and in accordance with the Corporate Code of the State of Florida. Such filings shall be made on the same day. The Merger shall become effective at 12 (a.m.) (p.m.) December 23, 2009, which date and time are herein referred to as the "Effective Date".

1.3 **Certain Effects of Merger.** On the Effective Date, the separate existence of Dissolving Corporation shall cease, and Dissolving Corporation shall be merged in Surviving Corporation which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Dissolving Corporation; and all and singular, the rights, privileges, powers, and franchises of Dissolving Corporation, and all property, real, personal, and mixed, and all debts due to Dissolving Corporation on whatever account, as well as stock subscriptions and all other things in action or belonging to Dissolving Corporation, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Dissolving Corporation, and the title to any real estate vested by deed or otherwise, under the laws of the United States Virgin Islands or the State of Florida or any other jurisdiction, in Dissolving Corporation, shall not revert or be in any way impaired; but all rights or creditors and all liens upon any property of Dissolving Corporation shall be preserved unimpaired; and all debts, liabilities, and duties of Dissolving Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time,

or from time to time, after the Effective Date, the last acting officers of Dissolving Corporation or the corresponding officers of the Surviving Corporation, may, in the name of Dissolving Corporation, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Dissolving Corporation's property, rights, privileges, powers, franchises, immunities, and interest and otherwise to carry out the purposes of this Agreement.

2. **Name of Surviving Corporation; Certificate of Incorporation; By-Laws**

2.1 **Name of Surviving Corporation.** The name of the Surviving Corporation from and after the Effective Date shall be **TresCom U.S.A., Inc.**

2.2 **Certificate of Incorporation.** The Certificate of Incorporation of Surviving Corporation as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 **By-Laws.** The By-Laws of Surviving Corporation, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. **Status and Conversion of Securities.** The outstanding shares of Dissolving Corporation shall be canceled and no shares of the Surviving Corporation shall be issued in

exchange therefore. The outstanding shares of the Surviving Corporation shall remain outstanding and shall not be affected by the Merger.

4. **Miscellaneous**

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the sole Shareholder of Dissolving Corporation, if the Board of Directors of Dissolving Corporation or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by
DISSOLVING CORPORATION and SURVIVING CORPORATION all on the date first
above written.

ATTEST:

John F. DePodesta /HW
John F. DePodesta, Secretary

(SEAL)

ATTEST:

John F. DePodesta /HW
John F. DePodesta, Secretary

(SEAL)

GLOBAL TELEPHONE HOLDINGS, INC.
Dissolving Corporation

By: K. Paul Singh
K. Paul Singh, Chairman and CEO

TRESCOM U.S.A., INC.
Surviving Corporation

By: K. Paul Singh
K. Paul Singh, Chairman and CEO

**APPROVED: Board of Directors of
GLOBAL TELEPHONE HOLDINGS, INC.**

Thomas R. Kloster
Thomas R. Kloster, Director

John F. DePodesta / TW
John F. DePodesta, Director

K. Paul Singh
K. Paul Singh, Director