

P94000042676



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

Hostcentric Six Acquisition Corp

Merger

☐ Walk In

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**RUSH**

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☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

☐ Certificate of Fictitious Name

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☐ CORP SEARCH

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

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Other

RECEIVED  
00 MAY -8 PM 4:30  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

AR  
5/10/00

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

HOSTCENTRIC SIX ACQUISITION CORP., a Delaware corporation not  
authorized to transact business in Florida

,

INTO

**SHAVER COMMUNICATIONS, INC.**, a Florida entity, P94000042676.

File date: May 8, 2000

Corporate Specialist: Annette Ramsey

FILED  
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TALLAHASSEE, FLORIDA

## DOMESTIC CORPORATION AND FOREIGN CORPORATION

### ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

<u>Name of corporation</u>	<u>State/country of incorporation</u>
Hostcentric Six Acquisition Corp.	Delaware
Shaver Communications, Inc.	Florida

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

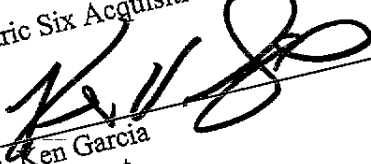
FOURTH: The plan of merger is as follows: See Attached.

FIFTH: The effective date of the certificate of merger shall be the 5th day of May, 2000.

Sixth: The plan of merger was adopted by the shareholders of Hostcentric Six Acquisition Corp., on the 4th day of April, 2000, and was adopted by the shareholders of Shaver Communications, Inc. on the 4th day of April, 2000.

Signed this 5th day of May, 2000.

Hostcentric Six Acquisition Corp.

By:   
Name: Ken Garcia  
Title: President

Shaver Communications, Inc.


By: \_\_\_\_\_  
Name: James Shaver  
Title: President

Signed this 5th day of May, 2000.

Hostcentric Six Acquisition Corp.

By: \_\_\_\_\_  
Name: Ken Garcia  
Title: President

Shaver Communications, Inc.

By:  \_\_\_\_\_  
Name: James Shaver  
Title: President

**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 is:

<u>Name</u>	<u>Jurisdiction</u>
Shaver Communications, Inc.	Florida

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Hostcentric Six Acquisition Corp.	Delaware

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

(a) The officers of Shaver Communications, Inc. (the "Surviving Corporation") immediately prior to the effective date of the Merger shall continue to be the officers of the Surviving Corporation following the Merger, and Fred Pounds shall be the sole director of the Surviving Corporation following the Merger, and Steve Zellers shall become an additional Vice President and Assistant Secretary of the Surviving Corporation following the Merger.

(b) The Articles of Incorporation and bylaws of the Surviving Corporation, as in effect immediately prior to the effective date of the Merger, are not to be amended by virtue of the Merger and shall continue in full force and effect as the Articles of Incorporation and bylaws of the Surviving Corporation following the Merger.

(c) Upon the Merger becoming effective, the separate existence of Hostcentric Six Acquisition Corp. (the "Merging Corporation") shall cease and all the property, rights, privileges, licenses, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed. All property, rights, and every other interest of the Surviving Corporation and the Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation respectively.

(d) All rights of creditors and all liens upon the property of either of the corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporation

shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

**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:

(a) Each share of common stock of the Merging Corporation which shall be outstanding immediately prior to the effective date of the Merger, and all rights in respect thereof, shall automatically be converted into one fully paid and non-assessable share of common stock of the Surviving Corporation, which shares shall constitute all of the issued and outstanding shares of common stock of the Surviving Corporation immediately following the effective time of the Merger, and

(b) each share of common stock of Shaver Communications, Inc. which shall be outstanding immediately prior to the effective time of the Merger, and all rights in respect thereof, shall, at and after the effective time of the Merger, be deemed to represent the right to receive the number of shares of stock of Hostcentric, Inc. and the amount of cash shown on Annex I hereto.

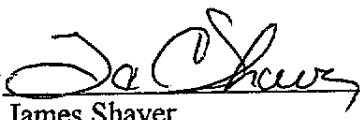
THE FOLLOWING MAY BE SET FORTH IF APPLICABLE

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

No amendment to the Articles of Incorporation of Shaver Communications, Inc. is effected by the Merger.

Date: May 5, 2000

SHAYER COMMUNICATIONS, INC.

By:   
James Shaver  
President