

P94 000085255

OFFICES
GELB & SPATZ

3400 SOUTHWEST, THIRD AVENUE
MIAMI, FLORIDA 33145

MONROE GELB
CARL A SPATZ

July 26, 2000

MIAMI (305) 856-0233
BROWARD (305) 522-8483
FAX NO. (305) 856-9116

By FedEx

Secretary of State
Division of Corporations (New filings)
409 East Gaines Street
Tallahassee, Florida 32399

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-07/27/00--01053--010
*****78.75 *****78.75

Re: Merger of Nuphase Electronics, Inc., into Digital Video Systems, Inc.

Dear Sir or Madam:

In reference to the merger of the captioned corporations, please find enclosed herewith the following:

1. Original and an executed copy of the Articles and Plan of Merger.
2. A check made payable to the Division of Corporations in the sum of \$78.75 for the following:

Filing Fee for merger	\$70.00
Status Certificate certifying merger	<u>\$8.75</u>
TOTAL	\$78.75

FILED
00 JUL 27 AM 8:58
DIVISION OF STATE
TALLAHASSEE, FLORIDA

Please return to the undersigned a certified copy of the Status Certificate certifying the merger using the FedEx airbill and envelope provided for your convenience.

Merger
8-2-00
BVS

Very truly yours,

GELB & SPATZ

BY: Carl A. Spatz
CARL A. SPATZ

CAS/cs
Enclosures
corporat\secofsta.lt7

ARTICLES OF MERGER
Merger Sheet

MERGING:

NUPHASE ELECTRONICS, INC., a Florida corporation, F65825

INTO

DIGITAL VIDEO SYSTEMS, INC., a Florida entity, P94000085255

File date: July 27, 2000

Corporate Specialist: Doug Spitler

FILED

ARTICLES AND PLAN OF MERGER

00 JUL 27 AM 8:58

of

CLERK OF STATE
TALLAHASSEE, FLORIDA

**NUPHASE ELECTRONICS, INC.
(a Florida corporation)**

and

**DIGITAL VIDEO SYSTEMS, INC.
(a Florida Corporation)**

The undersigned corporations, in accordance with the Florida General Corporation Law, hereby adopt the following Articles and Plan of Merger:

ARTICLE 1

The parties hereto agree to effect this Merger.

ARTICLE 2

The corporation to survive the Merger is DIGITAL VIDEO SYSTEMS, INC., a Florida corporation, which shall continue under the same name.

ARTICLE 3

The parties to these Articles and Plan of Merger are NUPHASE ELECTRONICS, INC., a Florida corporation, and DIGITAL VIDEO SYSTEMS, INC., a Florida corporation.

ARTICLE 4

No amendment to the Articles of Incorporation of the surviving corporation is to be effected as part of the Merger.

ARTICLE 5

As of the effective date of the merger, the value of the issued and outstanding common stock of Nuphase Electronics, Inc., which shall be equal to the paid in capital of the company shall be entered onto the books of Digital Video Systems, Inc., as additional paid in

capital. Upon the surrender of certificates representing all of the shares of Nuphase Electronics, Inc., by the holders thereof, the shares of stock of Digital Video Systems, Inc., which are owned by Barbara K. Tyson and Jorge Necuse shall be reissued as follows:

42 1/2	shares to Jerroll R. Tyson
42 1/2	shares to Barbara K. Tyson
5	shares to Jorge Necuse
5	shares to Antonio Gongora
<u>5</u>	shares to Gregory Willis and Laura Willis, his wife
100	Total

comprising all of the issued shares of Digital Video Systems, Inc.

ARTICLE 6

The Articles of Incorporation of Digital Video Systems, Inc., as in effect on the effective date of the Merger shall continue in full force and effect as the Articles of Incorporation of said corporation and shall not be changed or amended by the Merger. Digital Video Systems, Inc., reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors, or stockholders herein are subject to said reservation.

ARTICLE 7

The Bylaws of Digital Video Systems, Inc., as such Bylaws exist on the effective date of the Merger, shall remain and be the Bylaws of the surviving corporation until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions of the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

ARTICLE 8

The Directors of Digital Video Systems, Inc., as of the effective date of the Merger, shall continue in office until the next Annual Meeting of the Stockholders of the corporation, or until a special meeting shall elect new directors. The number of Directors of Digital Video Systems, Inc., shall continue to be three (3) and shall be the following persons: Jerroll R. Tyson, Barbara K. Tyson and Jorge Necuse.

ARTICLE 9

The following officers of Digital Video Systems, Inc., immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger and until the next Annual Meeting of the Board of Directors of the corporation:

Jerroll R. Tyson	-	President
Jorge Necuse	-	Vice President
Antonio Gongora	-	Vice President
Barbara K. Tyson	-	Secretary/Treasurer

ARTICLE 10

On the effective date of the Merger all of the property, rights, privileges, beneficial interests and franchises, of whatsoever nature and description and the tax number and liabilities of Nuphase Electronics, Inc., and shall be transferred to, vest in, and devolve upon the surviving corporation, Digital Video Systems, Inc., without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by Nuphase Electronics, Inc., to evidence such transfer, vesting or devolution of any property, right privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of Nuphase Electronics,

Inc., to the surviving corporation.

ARTICLE 11

These Articles and Plan of Merger were duly adopted and unanimously approved by the Boards of Directors and all of the Stockholders all of the participating corporations on July 26, 2000.


ARTICLE 12

The effective date of the Merger shall be the date of the filing of these Articles and Plan of Merger with the Florida Secretary of State.

DIGITAL VIDEO SYSTEMS, INC.

BY 
JERROLL R. TYSON
PRESIDENT & DIRECTOR

ATTEST: 
BARBARA K. TYSON
SECRETARY/TREASURER/DIRECTOR & STOCKHOLDER

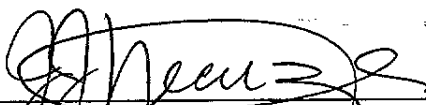
APPROVED:  (corporate seal)
JORGE MECUSE, DIRECTOR AND
STOCKHOLDER

(Comprising all of the Directors and Stockholders of
Digital Video Systems, Inc.

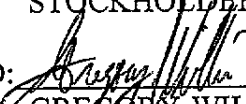
NUPHASE ELECTRONICS, INC.

BY 
JERROLL R. TYSON
PRESIDENT & DIRECTOR & STOCKHOLDER

ATTEST: 
BARBARA K. TYSON
SECRETARY/TREASURER & DIRECTOR & STOCKHOLDER

APPROVED: 
JORGE NECUSE, DIRECTOR AND
STOCKHOLDER

APPROVED: 
ANTONIO GONGORA, DIRECTOR AND
STOCKHOLDER

APPROVED: 
GREGORY WILLIS, STOCKHOLDER

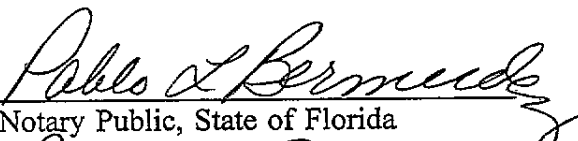
APPROVED: 
LAURA WILLIS, STOCKHOLDER

(Comprising all of the Directors and Stockholders of NUPHASE ELECTRONICS, INC.

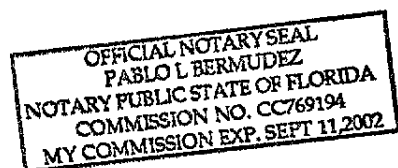
STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared JERROLL R. TYSON, BARBARA K. TYSON and JORGE NECUSE of the Stockholders and Directors and Officers of Digital Video Systems, Inc., and who are personally known to me to be the persons described in and who signed the above Articles and Plan of Merger and they did freely and voluntarily acknowledge before me that they made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Miami in said County and State this 26th day of July, 2000.


Notary Public, State of Florida
PABLO L. BERMUDEZ
Printed Name of Notary

My commission expires:



STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared JERROLL R. TYSON, BARBARA K. TYSON, JORGE NECUSE, ANTONIO GONGORA, GREGORY WILLIS AND LAURA WILLIS, comprising all of the Stockholders and Directors and Officers of Nuphase Electronics, Inc., and who are personally known to me to be the persons described in and who signed the above Articles and Plan of Merger and they did freely and voluntarily acknowledge before me that they made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Miami in said County and State this 26th day of July, 2000.

Pablo L. Bermudez
Notary Public, State of Florida

My commission expires:

PABLO L. BERMUDEZ
Printed Name of Notary

