

P9500002926

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Tallahassee, FL 32301  
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CORPORATION(S) NAME

Duro Communications, Inc. (DE)  
merging: Global Datalink, Inc. (FL)

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| <input type="checkbox"/> Nonprofit           |   |   |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
|  | <input type="checkbox"/> Reinstatement          |   |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> LLC                 | <input type="checkbox"/> Name Registration      | <input type="checkbox"/> Change of RA       |
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| <input type="checkbox"/> Mail Out            |   |   |

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07/09/99

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 JUL -9 AM 11:05

RECEIVED

**ARTICLES OF MERGER**  
**Merger Sheet**

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**MERGING:**

**GLOBAL DATALINK, INC.**, a Florida corporation P95000002926  
,

**INTO**

**DURO COMMUNICATIONS, INC.**, a Delaware corporation not qualified in  
Florida.

File date: July 9, 1999

Corporate Specialist: Annette Ramsey

CERTIFICATE OF MERGER

MERGING

GLOBAL DATALINK, INC.

INTO

DURO COMMUNICATIONS, INC.

FILED  
99 JUL -9 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with the Florida Business Corporation Act, Section 607.1105, the following articles of merger are submitted. GLOBAL DATALINK, INC., a corporation organized and existing under the laws of Florida ("GLOBAL"),

DOES HEREBY CERTIFY:

FIRST: That GLOBAL was incorporated on the 10th day of January 1995, pursuant to Section 607.0203 of the Florida Business Corporation Act.

SECOND: That DURO Communications, Inc., a Delaware Corporation incorporated on the 19th day of February 1999, pursuant to Section 101 of Title 8 of the General Corporate Law of the State of Delaware ("DURO"), owns all of the outstanding shares of the stock of GLOBAL.

THIRD: GLOBAL shareholder approval was not required.

FOURTH: See plan of merger attached as Exhibit A.

FIFTH: That GLOBAL by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members filed with the minutes of the Board, on the 7th day of July, 1999, determined to and did merge with and into said DURO.

RESOLVED, that GLOBAL a wholly-owned subsidiary of DURO Communications, Inc., a Delaware corporation ("DURO"), merge with and into DURO, pursuant to and in accordance with the provisions of Section 607.227 of the Florida Business Corporation Act, with DURO being the surviving corporation in the merger and with the effective date of such merger to be the date of filing of the Certificate of Merger with the Secretary of State of the State of Florida.

FURTHER RESOLVED, that the effective date of such merger shall be the date this Certificate is filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, DURO has caused this Certificate to be signed by David F. Dietz, its Secretary, this 8th day of July, 1999.

DURO Communications Inc.

By:

David F. Dietz  
Secretary

Exhibit A

PLAN OF MERGER

This Plan of Merger (hereinafter referred to as the "Plan"), entered into on the 8th day of July, 1999, by and between:

DURO Communications, Inc., a Delaware corporation (hereinafter referred to as "DURO");  
and

GLOBAL DATALINK, INC., a Florida corporation (hereinafter referred to as "GLOBAL").

WHEREAS, DURO owns one hundred percent (100%) of the issued and outstanding stock of all classes of GLOBAL, and as such sole shareholder has determined that it will be in the best interest of DURO to merge and consolidate GLOBAL into DURO as the surviving corporation;

WHEREAS, the Board of Directors of each of DURO and GLOBAL have respectively determined that it will be in the best interest of both entities to merge and consolidate GLOBAL into DURO as the surviving corporation, effective upon the filing of a Certificate of Merger in each of Delaware and Florida.

NOW, THEREFORE, in consideration of the foregoing, it is agreed as follows:

1. For and in consideration of the assumption by DURO of all liabilities of GLOBAL, all of the assets of every kind and description of GLOBAL are hereby merged into and conveyed to DURO.
2. The separate existence of GLOBAL shall cease upon the execution of this Plan and the filing of a Certificate of Merger with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware.
3. The title to all real estate and other property owned by GLOBAL is hereby vested in DURO without reversion or impairment.
4. DURO hereby assumes all liabilities of GLOBAL as the surviving corporation.
5. Any proceeding pending against GLOBAL may be continued against DURO as if the merger did not occur, or, in the alternative, DURO may be substituted in any such

proceeding.

6. There shall be no additional shares issued by DURO to GLOBAL because of this merger.

7. Both entities shall execute all instruments necessary to effect this merger.

IN WITNESS WHEREOF, the parties have executed this Agreement as a sealed instrument on the date first above written.

DURO COMMUNICATIONS INC.

By: Mark Heimboch  
Mark Heimboch

Title: Chief Financial Officer

GLOBAL DATALINK, INC.

By: Mark Heimboch  
Mark Heimboch

Title: Treasurer