

FROM

4/28/95

P95000033519

110 28' 95 3:28/ST 3:23 35604027 P

PUBLIC ACCOUNTING SYSTEMS OF CORPORATIONS

1:16

((H9500004792)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: MAHONEY ADAMS & CRISER, P.A.

DEPARTMENT OF STATE

50 N LAURA ST

STATE OF FLORIDA

3400 BARNETT CENTER

409 EAST GAINES STREET

JACKSONVILLE FL 32202-

TALLAHASSEE, FL 32399

CONTACT: CORINNE P MCCLURE

FAX: (904) 922-4000

PHONE: (904) 354-1100

FAX: (904) 798-2661

((H95000004792)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: NATIONAL GRASS ROOTS & COMMUNICATIONS, INC.

FAX AUDIT NUMBER: H95000004792

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/28/1995

TIME REQUESTED: 13:16:45

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 076226003514

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000004792)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

F1: Help | F2: Main Menu Functions | F3: Session Menu | F4: Rotate ...Alt-Tak

FILED

95 APR 28 PM 3:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

75/1

00000000

1

FROM

(FRI)04.28'95 13:28/ST. 13:23/NO. 3560402797 P 2/6

H95000004792

ARTICLES OF INCORPORATION
OF
NATIONAL GRASS ROOTS & COMMUNICATIONS, INC.

FILED
95 APR 28 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is National Grass Roots & Communications, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The principal place of business of this corporation in the State of Florida shall be 16731 McGregor Boulevard, Suite 115 in the City of Fort Myers, FL 33908.

ARTICLE III

Registered Office and Agent

The street address of the registered office of this corporation is c/o Mahoney Adams & Criser, P.A., 50 N. Laura Street, 3400 Barnett Center, Jacksonville, Florida 32202. The name of the registered agent at that office is RAX CO.

Prepared by & Return to:
Peter O. Larsen, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
904/354-1100
Fl Bar 0849146

H95000004792

FROM

(FBI) 04. 28 '95 13:29/ST. 13:23/NO. 3560402797 P 3/6

H95000004792

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the corporation has the authority to issue is Five Hundred (500) shares of Common Stock ("Common Stock") \$0.10 per value per share.

ARTICLE VI

Incorporator

The name and street address of the incorporator of this corporation are:

NAME

ADDRESS

RAX CO.

c/o Mahoney Adams & Criser, P.A.
50 N. Laura Street
3400 Barnett Center
Jacksonville, FL 32202

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

B95000004792

FROM

(FBI) 04.28.95 13:29/ST. 13:23/NO. 3560402797 P 4/6

K95000004792

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Pamela Jones Whitney	1558 San Carlos Bay Drive Sanibel Island, FL 33957
Peter O. Larsen	50 N. Laura Street 3400 Barnett Center Jacksonville, FL 32202
Stephanie Levine	125 Upshire Circle Gathersburg, MD 20878
Whitney Lynn Rosenberg	1559 San Carlos Bay Drive Sanibel Island, FL 33957
Amy N. Rosenberg	603 Queen Street #3 Alexandria, VA 22314

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

FROM

(FRI)04.28'95 13:29/ST. 13:23/NO. 3560402797 P 5/6

H95000004792

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 28th day of April, 1995.

RAX CO.

By: 

Ralph R. Wickersham, Vice President

FROM

(FRI) 04. 28' 95 13:30/ST. 13:23/NO. 3560402797 P 6/6

H95000004792

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That National Grass Roots & Communications, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named RAX CO., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.

RAX CO.

By:

Raja R. Wukunika
Vice President

DATED: April 28, 1995

FILED
95 APR 28 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95000004792



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

P95000033519

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

NATIONAL GRASS ROOTS & COMMUNICATIONS, INC., a District of Columbia corporation, not qualified in Florida

INTO

NATIONAL GRASS ROOTS & COMMUNICATIONS, INC., a Florida corporation, P95000033519.

File date: May 3, 1995

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-342-8086



P95000033519

ACCOUNT NO. : 072100000032

REFERENCE : 589783 6923A

AUTHORIZATION : *Patricia Pyzato*

COST LIMIT : \$ 70.00

ORDER DATE : May 2, 1995

ORDER TIME : 10:59 AM

700001473177

ORDER NO. : 589783

CUSTOMER NO: 6923A

CUSTOMER: Ms. Corinne McClure
Mahoney Adams & Criser, P.a.
3300 Barnett Center
50 North Laura Street
Jacksonville, FL 32202

ARTICLES OF MERGER

....NOTE EFFECTIVE DATE OF MAY 2.....

NATIONAL GRASS ROOTS &
COMMUNICATIONS, INC. (D.C.)

INTO

NATIONAL GRASS ROOTS &
COMMUNICATIONS, INC.

4:14 PM
55 MAY -3 PM 1:28
SECRET
TALLAHASSEE FL 32301

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

5/3
gog
Merger

ARTICLES OF MERGER
of
National Grass Roots & Communications, Inc.
into
National Grass Roots & Communications, Inc.

RECEIVED
SECRETARY
MAY - 3 PM 1:30
1995

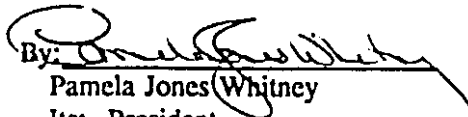
Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act and Sections 29-368 and 29-371 of the District of Columbia Business Corporation Act, the following Articles of Merger are adopted by National Grass Roots & Communications, Inc. ("NGRC Florida"), a Florida corporation, and National Grass Roots & Communications, Inc. ("NGRC D.C."), a District of Columbia corporation.

1. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between NGRC D.C. and NGRC Florida is attached hereto as Exhibit A and incorporated herein by reference.
2. Pursuant to the Plan of Merger, NGRC D.C. shall be merged with and into NGRC Florida and NGRC Florida shall be the surviving corporation.
3. The purpose of the merger is that the undersigned is spending more time in Florida, has more business contacts in Florida than in the District of Columbia and is becoming more and more tied to the State.
4. The Merger Agreement was duly adopted by the directors of NGRC D.C. on May 2, 1995 and by the directors of NGRC Florida on May 2, 1995.
5. The Merger Agreement was approved by 100% of the shareholders entitled to vote of NGRC Florida on May 2, 1995 and by 100% of the shareholders entitled to vote of NGRC D.C. on May 2, 1995.
6. With respect to both NGRC Florida and NGRC D.C., the Plan of Merger was advised by their respective board of directors and approved by their respective shareholders in accordance with such corporation's articles of incorporation and applicable law.

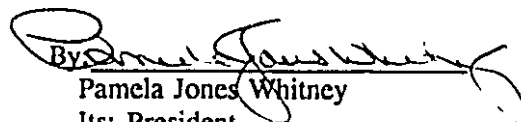
Return to:
Peter O. Larsen
Mahoney Adams & Criser, P.A.
P.O. Box 4099
Jacksonville, Florida 32201
(904) 354-1100
Fla. Bar #0849146

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers as of this 3rd day of May, 1995.

National Grass Roots &
Communications, Inc.,
a Florida corporation

By: 
Pamela Jones Whitney
Its: President

National Grass Roots &
Communications, Inc.,
a District of Columbia
Corporation

By: 
Pamela Jones Whitney
Its: President

AGREEMENT AND PLAN OF MERGER OF

**National Grass Roots & Communications, Inc.,
a District of Columbia Corporation
with and into
National Grass Roots & Communications, Inc.,
a Florida Corporation**

This Agreement and Plan of Merger, dated as of May 2, 1995, 1995, made by and among National Grass Roots & Communications, Inc., a Florida corporation ("NGRC Florida") and National Grass Roots & Communications, Inc., a District of Columbia corporation ("NGRC D.C.") (collectively the "Constituent Corporations").

WITNESSETH:

WHEREAS, NGRC D.C. desires to merge with and into NGRC Florida, with NGRC Florida being the surviving corporation (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement and Plan of Merger (the "Plan");

WHEREAS, the Constituent Corporations are effecting the Merger for the purpose of moving the business operations of NGRC D.C. to Florida since the sole shareholder of the Constituent Corporations is spending more time in Florida, has more business contacts in Florida than in the District of Columbia and is becoming more and more tied to the State; and

WHEREAS, the respective Board of Directors of the Constituent Corporations have determined it is advisable that NGRC D.C. be merged into NGRC Florida, on the terms and conditions set forth in accordance with Section 607.1107 of the Florida Business Corporation Act and Section 29-364 of the District of Columbia Business Corporations Act (respectively, the "Florida Act" and the "District of Columbia Act").

NOW THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I

THE MERGER

1. The term "Effective Date" shall mean the date first written above.

2. On the Effective Date, NGRC D.C. shall be merged with and into NGRC Florida. The separate existence of NGRC D.C. shall cease as of the Effective Date and the existence of NGRC Florida shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public, as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the law of the State of Florida.

3. The Plan of Merger has been approved by the Directors of NGRC D.C. and NGRC Florida in accordance with Section 607.1107 of the Florida Act and Section 29-364 of the District of Columbia Act.

ARTICLE II

EFFECTS OF THE MERGER

As of the Effective Date, NGRC Florida shall possess all of the rights, privileges, immunities and franchises, of both a public and private nature, of NGRC D.C., and shall be responsible and liable for all liabilities and obligations of NGRC D.C., all as more particularly set forth in Section 607.1106 of the Florida Act and Section 29-370 of the District of Columbia Act.

ARTICLE III

TERMS OF THE TRANSACTION: CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of NGRC D.C.'s common stock into shares of NGRC Florida's stock shall be as follows:

1. Each share of NGRC D.C.'s common stock issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into one (1) share of the presently authorized and unissued shares of the common stock of NGRC Florida.

ARTICLE IV

ASSIGNMENT

If at any time NGRC Florida shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in NGRC Florida the title to any property or rights of NGRC D.C., or to otherwise carry out the provisions hereof, the proper officers and directors of NGRC D.C. as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in NGRC Florida.

ARTICLE V

EXPENSES

NGRC Florida shall pay all expenses of accomplishing the Merger.

ARTICLE VI

AMENDMENT

At any time before the filing of the Articles of Merger to be filed in connection herewith with the Florida Department of State and the District of Columbia Mayor's office, the Directors of NGRC Florida may amend this Plan. If the Articles of Merger have already been filed, amended Articles of Merger shall be filed with the Florida Department, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE VII

TERMINATION

If for any reason, consummation of the Merger is inadvisable in the opinion of the Board of Directors of NGRC Florida, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of NGRC Florida. Upon termination, as provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of NGRC D.C. or NGRC Florida, or their directors, officers, employees, agents, or shareholders.

ARTICLE VIII

MISCELLANEOUS


1. NGRC Florida hereby (a) agrees that it may be served with process in the District of Columbia in any proceeding for the enforcement of any obligation of NGRC D.C. and in any proceeding for the enforcement of the rights of a dissenting stockholder of NGRC D.C. against NGRC Florida; (b) NGRC Florida irrevocably appoints the Mayor of the District of Columbia as its agent to accept service of process in any such proceeding; (c) NGRC Florida agrees that it shall promptly pay to the dissenting stockholders of NGRC D.C. the amount, if any, to which they shall be entitled under the provisions of Chapter 29, District of Columbia Business Corporation Act, with respect to the rights of dissenting stockholders; and (d) agrees that the Mayor of the District of Columbia may mail a copy of any process against NGRC Florida that may be served on them to National Grass Roots & Communications, Inc., c/o RAX CO., Post Office Box 4099, Jacksonville, Florida 32201.

IN WITNESS WHEREOF, the parties have set their hands as of the date first written above.

National Grass Roots &
Communications, Inc.,
a District of Columbia
Corporation
("NGRC D.C.")

By: 
Pamela Jones Whitney
Its: President

National Grass Roots &
Communications, Inc.,
a Florida Corporation
("NGRC Florida")

By: 
Pamela Jones Whitney
Its: President

C:\wp51\mcclure\ngrc.agr



SRP 2-1396

re filing

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

P95000033519

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

NATIONAL GRASS ROOTS & COMMUNICATIONS, INC., a District of Columbia corporation, not qualified in Florida

INTO

NATIONAL GRASS ROOTS & COMMUNICATIONS, INC., a Florida corporation, P95000033519.

File date: May 3, 1995

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 70.00

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-342-8086



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

DIVISION OF CORPORATION

P95000033519

ACCOUNT NO. : 072100000032

REFERENCE : 589783 6923A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizzuto

ORDER DATE : May 2, 1995

ORDER TIME : 10:59 AM

700001473177

ORDER NO. : 589783

CUSTOMER NO: 6923A

CUSTOMER: Ms. Corinne McClure
Mahoney Adams & Criser, P.a.
3300 Barnett Center
50 North Laura Street
Jacksonville, FL 32202

ARTICLES OF MERGER

*****NOTE EFFECTIVE DATE OF MAY 2*****

NATIONAL GRASS ROOTS &
COMMUNICATIONS, INC. (D.C.)

INTO

NATIONAL GRASS ROOTS &
COMMUNICATIONS, INC.

95 MAY -3 PM 1:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

5/3

John Merger

ARTICLES OF MERGER
of
National Grass Roots & Communications, Inc.
into
National Grass Roots & Communications, Inc.

FILED
JUN - 3 PM 1:28
CLERK OF STATE
TALLAHASSEE FLORIDA

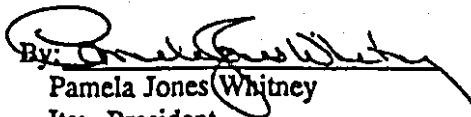
Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act and Sections 29-368 and 29-371 of the District of Columbia Business Corporation Act, the following Articles of Merger are adopted by National Grass Roots & Communications, Inc. ("NGRC Florida"), a Florida corporation, and National Grass Roots & Communications, Inc. ("NGRC D.C."), a District of Columbia corporation.

1. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between NGRC D.C. and NGRC Florida is attached hereto as Exhibit A and incorporated herein by reference.
2. Pursuant to the Plan of Merger, NGRC D.C. shall be merged with and into NGRC Florida and NGRC Florida shall be the surviving corporation.
3. The purpose of the merger is that the undersigned is spending more time in Florida, has more business contacts in Florida than in the District of Columbia and is becoming more and more tied to the State.
4. The Merger Agreement was duly adopted by the directors of NGRC D.C. on May 2, 1995 and by the directors of NGRC Florida on May 2, 1995.
5. The Merger Agreement was approved by 100% of the shareholders entitled to vote of NGRC Florida on May 2, 1995 and by 100% of the shareholders entitled to vote of NGRC D.C. on May 2, 1995.
6. With respect to both NGRC Florida and NGRC D.C., the Plan of Merger was advised by their respective board of directors and approved by their respective shareholders in accordance with such corporation's articles of incorporation and applicable law.

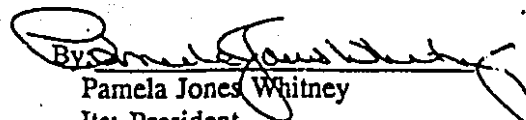
Return to:
Peter O. Larsen
Mahoney Adams & Criser, P.A.
P.O. Box 4099
Jacksonville, Florida 32201
(904) 354-1100
Fla. Bar #0849146

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers as of this 3rd day of May, 1995.

National Grass Roots &
Communications, Inc.,
a Florida corporation

By: 
Pamela Jones Whitney
Its: President

National Grass Roots &
Communications, Inc.,
a District of Columbia
Corporation

By: 
Pamela Jones Whitney
Its: President

AGREEMENT AND PLAN OF MERGER OF

**National Grass Roots & Communications, Inc.,
a District of Columbia Corporation
with and into
National Grass Roots & Communications, Inc.,
a Florida Corporation**

This Agreement and Plan of Merger, dated as of May 2, 1995, 1995, made by and among National Grass Roots & Communications, Inc., a Florida corporation ("NGRC Florida") and National Grass Roots & Communications, Inc., a District of Columbia corporation ("NGRC D.C.") (collectively the "Constituent Corporations").

WITNESSETH:

WHEREAS, NGRC D.C. desires to merge with and into NGRC Florida, with NGRC Florida being the surviving corporation (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement and Plan of Merger (the "Plan");

WHEREAS, the Constituent Corporations are effecting the Merger for the purpose of moving the business operations of NGRC D.C. to Florida since the sole shareholder of the Constituent Corporations is spending more time in Florida, has more business contacts in Florida than in the District of Columbia and is becoming more and more tied to the State; and

WHEREAS, the respective Board of Directors of the Constituent Corporations have determined it is advisable that NGRC D.C. be merged into NGRC Florida, on the terms and conditions set forth in accordance with Section 607.1107 of the Florida Business Corporation Act and Section 29-364 of the District of Columbia Business Corporations Act (respectively, the "Florida Act" and the "District of Columbia Act").

NOW THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I

THE MERGER

1. The term "Effective Date" shall mean the date first written above.

2. On the Effective Date, NGRC D.C. shall be merged with and into NGRC Florida. The separate existence of NGRC D.C. shall cease as of the Effective Date and the existence of NGRC Florida shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public, as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the law of the State of Florida.

3. The Plan of Merger has been approved by the Directors of NGRC D.C. and NGRC Florida in accordance with Section 607.1107 of the Florida Act and Section 29-364 of the District of Columbia Act.

ARTICLE II

EFFECTS OF THE MERGER

As of the Effective Date, NGRC Florida shall possess all of the rights, privileges, immunities and franchises, of both a public and private nature, of NGRC D.C., and shall be responsible and liable for all liabilities and obligations of NGRC D.C., all as more particularly set forth in Section 607.1106 of the Florida Act and Section 29-370 of the District of Columbia Act.

ARTICLE III

TERMS OF THE TRANSACTION: CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of NGRC D.C.'s common stock into shares of NGRC Florida's stock shall be as follows:

1. Each share of NGRC D.C.'s common stock issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into one (1) share of the presently authorized and unissued shares of the common stock of NGRC Florida.

ARTICLE IV

ASSIGNMENT

If at any time NGRC Florida shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in NGRC Florida the title to any property or rights of NGRC D.C., or to otherwise carry out the provisions hereof, the proper officers and directors of NGRC D.C. as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in NGRC Florida.

ARTICLE V

EXPENSES

NGRC Florida shall pay all expenses of accomplishing the Merger.

ARTICLE VI

AMENDMENT

At any time before the filing of the Articles of Merger to be filed in connection herewith with the Florida Department of State and the District of Columbia Mayor's office, the Directors of NGRC Florida may amend this Plan. If the Articles of Merger have already been filed, amended Articles of Merger shall be filed with the Florida Department, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE VII

TERMINATION

If for any reason, consummation of the Merger is inadvisable in the opinion of the Board of Directors of NGRC Florida, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of NGRC Florida. Upon termination, as provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of NGRC D.C. or NGRC Florida, or their directors, officers, employees, agents, or shareholders.

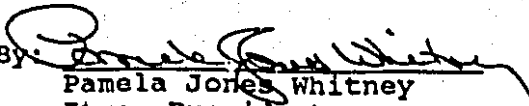
ARTICLE VIII

MISCELLANEOUS

1. NGRC Florida hereby (a) agrees that it may be served with process in the District of Columbia in any proceeding for the enforcement of any obligation of NGRC D.C. and in any proceeding for the enforcement of the rights of a dissenting stockholder of NGRC D.C. against NGRC Florida; (b) NGRC Florida irrevocably appoints the Mayor of the District of Columbia as its agent to accept service of process in any such proceeding; (c) NGRC Florida agrees that it shall promptly pay to the dissenting stockholders of NGRC D.C. the amount, if any, to which they shall be entitled under the provisions of Chapter 29, District of Columbia Business Corporation Act, with respect to the rights of dissenting stockholders; and (d) agrees that the Mayor of the District of Columbia may mail a copy of any process against NGRC Florida that may be served on them to National Grass Roots & Communications, Inc., c/o RAX CO., Post Office Box 4099, Jacksonville, Florida 32201.

IN WITNESS WHEREOF, the parties have set their hands as of the date first written above.

National Grass Roots &
Communications, Inc.,
a District of Columbia
Corporation
("NGRC D.C.")

By: 
Pamela Jones Whitney
Its: President

National Grass Roots &
Communications, Inc.,
a Florida Corporation
("NGRC Florida")

By: 
Pamela Jones Whitney
Its: President

C:\wp51\mcclure\ngrc.agr