

995000038470

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: INTERNET TELEPHONE COMPANY

(Proposed corporate name - must include suffix)

100001487581  
-05/15/95--01078--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM:

L. RICHARD MATTAWAY

Name (printed or typed)

751 DAVIS ROAD

Address

CORAL GABLES, FL 33143

City, State & Zip

305/662-1421

Daytime Telephone number

5/16/95  
TH

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
INTERNET TELEPHONE COMPANY**

The undersigned incorporators, for the purpose of forming a corporation pursuant to Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation is:

**INTERNET TELEPHONE COMPANY**

**ARTICLE II: PRINCIPAL OFFICE**

The principal office of the corporation is:

1 South Ocean Blvd., Suite 305  
Boca Raton, FL 33432

**ARTICLE III: CAPITAL STOCK**

The total number of shares of capital stock which the corporation is authorized to issue is as follows:

1. Ten thousand (10,000) shares of voting stock having a par value of one dollar (\$1.00) per share. Each of said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.
2. One thousand (1,000) shares of non-voting stock having a par value of one dollar (\$1.00) per share. The holders of said shares of stock will not be entitled to any votes at any meeting of the stockholders.

The holder of each share of voting stock and of each share of non-voting stock will have equal rights to any distributions of dividends

**ARTICLE IV: REGISTERED AGENT**

The name and address of the initial registered agent of the corporation is:

Shane D. Mattaway  
1 South Ocean Blvd., Suite 305  
Boca Raton, FL 33432

SECRET  
JULY 15 11 32 AM '84  
TALLAHASSEE, FLORIDA

**ARTICLE V: INCORPORATORS**



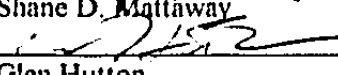
The names and addresses of the three incorporators of this corporation are:

L. Richard Mattaway  
1260 NW 57th Avenue, Suite 207  
Miami, Florida 33126

Shane D. Mattaway  
1 South Ocean Blvd., Suite 305  
Boca Raton, FL 33432


Glen Hutton  
12309 SW 132 Court  
Miami, FL 33186

The undersigned incorporators have executed these Articles of Incorporation on this 5th day of May, 1995.

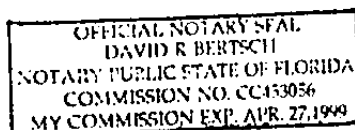
  
\_\_\_\_\_  
L. Richard Mattaway  
  
\_\_\_\_\_  
Shane D. Mattaway  
  
\_\_\_\_\_  
Glen Hutton

STATE OF FLORIDA  
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared L. Richard Mattaway, Shane D. Mattaway and Glen Hutton, known to me and known to be the persons who executed the foregoing Articles of Incorporation of Internet Telephone Company on this 5th day of May, 1995.

  
\_\_\_\_\_  
Notary Public

My commission expires:



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

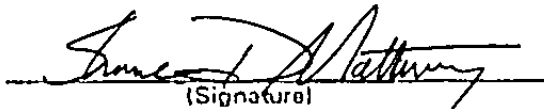
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: INTERNET TELEPHONE COMPANY

2. The name and address of the registered agent and office is:

SHANE D. MATTAWAY  
(Name)  
1 SOUTH OCEAN BLVD., SUITE 305  
(P.O. Box not acceptable)  
BOCA RATON, FL 33432  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Signature)



**PRINTED BY  
LEGAL & FINANCIAL SERVICES**

ACCOUNT NO. : 072100000032

REFERENCE : 773403 4656A

**AUTHORIZATION :**

**COST LIMIT : \$ 122.50**

ORDER DATE : December 18, 1995

ORDER TIME : 9:26 AM

**ORDER NO. : 773403**

**CUSTOMER NO: 4656A**

**CUSTOMER:** Sheryl Cohen, Legal Assistant  
Greenberg Traurig Hoffman  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

## ARTICLES OF MERGER

ITC ACQUISITION CORP., A  
FLORIDA CORPORATION

FILED  
95 DEC 18 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

P95000038470

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

ITC ACQUISITION CORP., a Florida corporation P95000093583

INTO

**INTERNET TELEPHONE COMPANY**, a Florida corporation, P95000038470

File date: December 18, 1995

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

**ARTICLES OF MERGER  
OF  
ITC ACQUISITION CORP., A FLORIDA CORPORATION  
INTO  
INTERNET TELEPHONE COMPANY, A FLORIDA CORPORATION**

95 DEC 18 PM 12:56  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, ITC ACQUISITION CORP., a Florida corporation ("ITC") and INTERNET TELEPHONE COMPANY, a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging ITC with and into the Survivor.

**FIRST:** The Plan of Merger is attached hereto as Exhibit A.

**SECOND:** The Plan of Merger was adopted by the Board of Directors and shareholders of each of ITC and the Survivor by unanimous written consent in accordance with the provisions of Section 607.1103 of the Florida Business Corporation Act as of December 6, 1995.

**IN WITNESS WHEREOF,** these Articles of Merger have been executed on behalf of the parties hereto as of the 14th day of December, 1995.

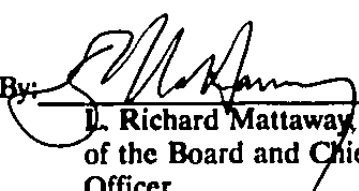
**ITC ACQUISITION CORP.**

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

  
Stephen R. Cohen, Chairman of the  
Board and Chief Executive Officer

**INTERNET TELEPHONE COMPANY**

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

  
L. Richard Mattaway, Chairman  
of the Board and Chief Executive  
Officer

**COMNET CORPORATION**

By: 

Stephen K. Cohen, Chairman of the  
Board and Chief Executive Officer

## EXHIBIT A

### AGREEMENT AND PLAN OF MERGER

**AGREEMENT AND PLAN OF MERGER**, dated December 8, 1995, between **COMNET CORPORATION** ("Comnet"), a Florida corporation, **ITC ACQUISITION CORP.**, a wholly-owned subsidiary of Comnet and a Florida corporation ("ITC"), and **INTERNET TELEPHONE COMPANY**, a Florida corporation ("ITEL" or the "Surviving Corporation").

ITC and ITEL desire to effect the statutory merger of ITC with and into ITEL, with ITEL to survive such merger (the "Surviving Corporation").

1. **Constituent Corporations.** ITC and ITEL shall be parties to the merger (the "Merger") of ITC with and into ITEL.

2. **Terms and Conditions of Merger.** ITC (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into ITEL, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

3. **Capital Stock; Conversion of Shares.** A. The shares of common stock, par value \$1.00 per share (the "ITEL Common Stock"), of ITEL, outstanding at the Effective Time of the Merger shall be converted into and become, without action on the part of the holders thereof, an aggregate of 2,500,000 shares of common stock, \$.01 par value per share (the "COMNET Shares") of Comnet. Any share of ITEL Common Stock held in the treasury of ITEL at the Effective Time of the Merger shall be canceled and retired, and no shares or other securities of COMNET shall be issuable with respect thereto. Prior to the Closing (as defined in the Agreement), all outstanding warrants, options and convertible securities issued by ITEL shall have been canceled.

B. Each share of common stock, par value \$.01 per share (the "ITC Common Stock"), of ITC, outstanding at the Effective Time of the Merger shall be converted into and become one share of common stock, \$1.00 par value, of ITEL Common Stock, without action on the part of the holder thereof.

C. At the Closing, each Stockholder who shall have delivered certificate(s) in negotiable form representing all the shares of ITEL Common Stock held by such Stockholder shall be entitled to receive in exchange therefor a certificate or certificates representing that number of COMNET Shares for each share of ITEL Common Stock surrendered as is specified in Section 1 of this Article. Until so delivered, each such outstanding certificate which immediately prior to the Effective Time of the Merger

represented shares of ITEL Common Stock shall be deemed for all corporate purposes, but subject to the further provisions of Article I of the Agreement, to evidence the ownership of that number of COMNET Shares specified in Section 1 of this Article.

4. **Articles of Incorporation.** The Articles of Incorporation of ITC as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida, except the name of the Surviving Corporation shall be Internet Telephone Company.

5. **Bylaws.** The Bylaws of ITC as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. **Directors and Officers.** The directors and officers of ITC in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida.

8. **Amendment of Plan of Merger.** The Board of Directors of each of ITC and ITEL is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

**COMNET CORPORATION**

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


Stephen R. Cohen, Chairman of the  
Board and Chief Executive Officer

**ITC ACQUISITION CORP.**

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

Stephen R. Cohen, Chairman of the  
Board and Chief Executive Officer

**INTERNET TELEPHONE COMPANY**

By:   
L. Richard Mattaway, Chairman  
of the Board and Chief Executive  
Officer