

195000041433

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

EMPLOYEE CORPORATE MAIL CO
1492 N. FLAGLER ST.
SUITE 200
MIAMI FL 33136-
CONTACT: RAY STORMONT
PHONE: (305) 541-3604
FAX: (305) 541-3770

(((H95000005873))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: COMMUNICATION RESOURCES, INC.
FAX AUDIT NUMBER: H95000005873 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/25/1995 TIME REQUESTED: 10:57:21
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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.

(((H95000005873)))

** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM

Connect: 00:08:54

FILED
95 MAY 25 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

03:11:30

ARTICLES OF INCORPORATION
OF
COMMUNICATION RESOURCES, INC.

ARTICLE I
NAME

The name of this Corporation is COMMUNICATION RESOURCES

ARTICLE II
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III
STOCK

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312; and the name of the initial registered agent at that address is Richard H. Breit.

ARTICLE V
DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is Richard Rettstadt, 2806 NE 12 Street, Pompano Beach, FL 33062.

RICHARD H. BREIT, ESQ.
FLORIDA BAR NO. 263436
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
305-985-4111

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MAY 25 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 95000005873

H 95000005873

**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator of this Corporation is Richard Rettstadt, 2806 NE 12 Street, Pompano Beach, FL 33062.

**ARTICLE VII
ADDRESS**

The principal office and mailing address of the corporation is 2806 NE 12 Street, Pompano Beach, FL 33062.


**ARTICLE VIII
INDEMNIFICATION**

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

**ARTICLE IX
PERPETUAL EXISTENCE**

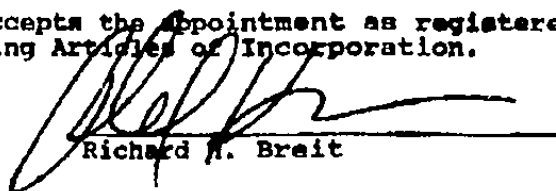
This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of May, 1995.


Richard Rettstadt, Incorporator

**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


Richard H. Breit

RICHARD H. BREIT, ESQ.
FLORIDA BAR NO. 283436
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
305-985-4111

FILED
MAY 25 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W 95000005873

W 95000005873

P95000041433

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

LOS ANGELES CRI, INC., a California corporation, not qualified in Florida

INTO

COMMUNICATION RESOURCES, INC., a Florida corporation, P95000041433.

File date: April 4, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00



THE UNITED STATES
CORPORATION
COMPANY

P95000041433

ACCOUNT NO. : 072100000032

REFERENCE : 318513 5029319

AUTHORIZATION

COST LIMIT : \$ 70

Patricia Pizzuti

ORDER DATE : April 3, 1997

ORDER TIME : 10:23 AM

ORDER NO. : 318513-020

500002133835--0

CUSTOMER NO: 5029319

CUSTOMER:

Lorraine Jackson, Esq.
1285 Avenue Of The Americas
21st Floor
New York, NY 10019

ARTICLES OF MERGER

LOS ANGELES CRI, INC.

INTO

COMMUNICATION RESOURCES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
97 APR -4 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR -4 PM 12:12
DIVISION OF CORPORATION

Ray/McGee

ARTICLES OF MERGER
OF
LOS ANGELES CRI, INC.
AND
COMMUNICATION RESOURCES, INC.

FILED
91 APR -4 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Los Angeles CRI, Inc. into Communication Resources, Inc., as approved by the Board of Directors of the parent corporation on February 12, 1997.
2. The merger of Los Angeles CRI, Inc. with and into Communication Resources, Inc. is permitted by the laws of the jurisdiction of organization of Los Angeles CRI, Inc. and is in compliance with such laws. The date of adoption of the Plan of Merger by the Board of Directors of Los Angeles CRI, Inc. was February 12, 1997.
3. As to Communication Resources, Inc., the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on February 12, 1997.
4. Shareholder approval was not required for the merger.

Executed on February 12, 1997.

LOS ANGELES CRI, INC.

By: George O'Leary
Name: George O'Leary
Capacity: President

COMMUNICATION RESOURCES, INC.

By: Richard Rettstadt
Name: Richard Rettstadt
Capacity: Vice President

PLAN OF MERGER
OF
LOS ANGELES CRI, INC.
AND
COMMUNICATIONS RESOURCES, INC.

Communication Resources, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Los Angeles CRI, Inc., which is a business corporation of the State of California, hereby merges Los Angeles CRI, Inc., into Communications Resources, Inc. pursuant to the provisions of the Florida Business Corporation Act.

The separate existence of Los Angeles CRI, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Communications Resources, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

The issued shares of Los Angeles CRI, Inc. shall not be converted in any manner, but each such issued share immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished.

The Board of Directors and the proper officers of Communication Resources, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents, which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

P95000041433

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

HOUSTON CRI, INC., a Texas corporation, not qualified in Florida

INTO

COMMUNICATION RESOURCES, INC., a Florida corporation, P95000041433.

File date: April 4, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00



THE UNITED STATES
CORPORATION
COMPANY

F 950000 41433

ACCOUNT NO. : 072100000032

REFERENCE : 318513 5029319

AUTHORIZATION : *Patricia Pizzuti*

COST LIMIT : \$ 70

ORDER DATE : April 3, 1997

ORDER TIME : 10:24 AM

ORDER NO. : 318513-015

CUSTOMER NO: 5029319

700002133837--4

CUSTOMER:

Lorraine Jackson, Esq.
1285 Avenue Of The Americas
21st Floor
New York, NY 10019

ARTICLES OF MERGER

HOUSTON CRI, INC.

INTO

COMMUNICATION RESOURCES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

Handwritten initials and signature

FILED
97 APR -4 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR -4 PM 12:12
DIVISION OF CORPORATION

**ARTICLES OF MERGER
OF
HOUSTON CRI, INC.
AND
COMMUNICATION RESOURCES, INC.**

FILED
91 APR -4 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Houston CRI, Inc. into Communication Resources, Inc., as approved by the Board of Directors of the parent corporation on February 12, 1997.
2. The merger of Houston CRI, Inc. with and into Communication Resources, Inc. is permitted by the laws of the jurisdiction of organization of Houston CRI, Inc. and is in compliance with such laws. The date of adoption of the Plan of Merger by the Board of Directors of Houston CRI, Inc. was February 12, 1997.
3. As to Communication Resources, Inc., the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on February 12, 1997.
4. Shareholder approval was not required for the merger.

Executed on February 12, 1997.

HOUSTON CRI, INC.

By: George O'Leary
Name: George O'Leary
Capacity: President

COMMUNICATION RESOURCES, INC.

By: Richard Rettstadt
Name: Richard Rettstadt
Capacity: Vice President

PLAN OF MERGER
OF
HOUSTON CRI, INC.
AND
COMMUNICATIONS RESOURCES, INC.

Communication Resources, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Houston CRI, Inc., which is a business corporation of the State of Texas, hereby merges Houston CRI, Inc., into Communications Resources, Inc. pursuant to the provisions of the Florida Business Corporation Act.

The separate existence of Houston CRI, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Communications Resources, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

The issued shares of Houston CRI, Inc. shall not be converted in any manner, but each such issued share immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished.

The Board of Directors and the proper officers of Communication Resources, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents, which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

P95000041433

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

**CRI OF PENNSYLVANIA, INC., a Pennsylvania corporation, not qualified in
Florida**

INTO

COMMUNICATION RESOURCES, INC., a Florida corporation, P95000041433.

File date: April 4, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00



THE UNITED STATES
CORPORATION
COMPANY

P95000041433

ACCOUNT NO. : 072100000032

REFERENCE : 318513 5029319

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 70

ORDER DATE : April 3, 1997

ORDER TIME : 10:25 AM

ORDER NO. : 318513-010

800002133838--1

CUSTOMER NO: 5029319

CUSTOMER:

Lorraine Jackson, Esq.
1285 Avenue Of The Americas
21st Floor
New York, NY 10019

ARTICLES OF MERGER

CRI OF PENNSYLVANIA, INC.

INTO

COMMUNICATION RESOURCES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

FILED
97 APR -4 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR -4 PM 12:11
DIVISION OF CORPORATION

Merged
May 14

ARTICLES OF MERGER
OF
CRI OF PENNSYLVANIA, INC.
AND
COMMUNICATION RESOURCES, INC.

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging CRI of Pennsylvania, Inc. into Communication Resources, Inc., as approved by the Board of Directors of the parent corporation on February 12, 1997.

2. The merger of CRI of Pennsylvania, Inc. with and into Communication Resources, Inc. is permitted by the laws of the jurisdiction of organization of CRI of Pennsylvania, Inc. and is in compliance with such laws. The date of adoption of the Plan of Merger by the Board of Directors of CRI of Pennsylvania, Inc. was February 12, 1997.

3. As to Communication Resources, Inc., the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on February 12, 1997.

4. Shareholder approval was not required for the merger.

Executed on February 12, 1997.

CRI OF PENNSYLVANIA, INC.

By: George O'Leary
Name: George O'Leary
Capacity: President

COMMUNICATION RESOURCES, INC.

By: Richard Rettstadt
Name: Richard Rettstadt
Capacity: Vice President

FILED
91 APR -4 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
OF
CRI OF PENNSYLVANIA, INC.
AND
COMMUNICATIONS RESOURCES, INC.

Communication Resources, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of CRI of Pennsylvania, Inc., which is a business corporation of the State of Pennsylvania, hereby merges CRI of Pennsylvania, Inc., into Communications Resources, Inc. pursuant to the provisions of the Florida Business Corporation Act.

The separate existence of CRI of Pennsylvania, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Communications Resources, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

The issued shares of CRI of Pennsylvania, Inc. shall not be converted in any manner, but each such issued share immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished.

The Board of Directors and the proper officers of Communication Resources, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents, which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

P 95000041433

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

**CRI OF SOUTH CAROLINS, INC., a South Carolina corporation, not qualified in
Florida**

INTO

COMMUNICATION RESOURCES, INC., a Florida corporation, P95000041433.

File date: April 4, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 70.00



P9 5000041433

ACCOUNT NO. : 072100000032

REFERENCE : 318513 5029319

AUTHORIZATION :

COST LIMIT : \$ 70

Patricia Pizzuti

ORDER DATE : April 3, 1997

ORDER TIME : 10:21 AM

ORDER NO. : 318513-005

600002133836--7

CUSTOMER NO: 5029319

CUSTOMER:

Lorraine Jackson, Esq.
1285 Avenue Of The Americas
21st Floor
New York, NY 10019

ARTICLES OF MERGER

CRI OF SOUTH CAROLINA, INC.

INTO

COMMUNICATION RESOURCES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

Merge CR-4

FILED
97 APR-4 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR-4 PM 12:12
DIVISION OF CORPORATION

ARTICLES OF MERGER
OF
CRI OF SOUTH CAROLINA, INC.
AND
COMMUNICATION RESOURCES, INC.

FILED
9 APR - 4 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging CRI of South Carolina, Inc. into Communication Resources, Inc., as approved by the Board of Directors of the parent corporation on February 12, 1997.
2. The merger of CRI of South Carolina, Inc. with and into Communication Resources, Inc. is permitted by the laws of the jurisdiction of organization of CRI of South Carolina, Inc. and is in compliance with such laws. The date of adoption of the Plan of Merger by the Board of Directors of CRI of South Carolina, Inc. was February 12, 1997.
3. As to Communication Resources, Inc., the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on February 12, 1997.
4. Shareholder approval was not required for the merger.

Executed on February 12, 1997.

CRI OF SOUTH CAROLINA, INC.

By: George O'Leary
Name: George O'Leary
Capacity: President

COMMUNICATION RESOURCES, INC.

By: Richard Rettstadt
Name: Richard Rettstadt
Capacity: Vice President

PLAN OF MERGER
OF
CRI OF SOUTH CAROLINA, INC.
AND
COMMUNICATIONS RESOURCES, INC.

Communication Resources, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of CRI of South Carolina, Inc., which is a business corporation of the State of South Carolina, hereby merges CRI of South Carolina, Inc., into Communications Resources, Inc. pursuant to the provisions of the Florida Business Corporation Act.

The separate existence of CRI of South Carolina, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Communications Resources, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

The issued shares of CRI of South Carolina, Inc. shall not be converted in any manner, but each such issued share immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished.

The Board of Directors and the proper officers of Communication Resources, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents, which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.



P95000041433

ACCOUNT NO. : 072100000032

REFERENCE : 338426 4335212

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pignatelli

ORDER DATE : April 21, 1997

ORDER TIME : 9:03 AM

ORDER NO. : 338426-005

CUSTOMER NO: 4335212

500002150425---

CUSTOMER:

Lorraine E. Jackson, Attorney
1285 Avenue Of The Americas
21st Floor
New York, NY 10019

merger

ARTICLES OF MERGER

CRI OF BROWARD, INC.

COMMUNICATIONS RESOURCES, INC.

FILED	4/22/97
INTO	ADJ
COMMUNICATIONS RESOURCES, INC.	ADJ
Office	ADJ
Verdict	ADJ
Witness	ADJ
Notary	ADJ

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

FILED
97 APR 22 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR 22 AM 9:53
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

P95000041433

ARTICLES OF MERGER
Merger Sheet

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MERGING:

CRI OF BROWARD, INC., a Florida corporation P96000025968

INTO

COMMUNICATION RESOURCES, INC., a Florida corporation, P95000041433

File date: April 22, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER

OF

CRI OF BROWARD, INC.

AND

COMMUNICATION RESOURCES, INC.

FILED
97 APR 22 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the Florida wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging CRI of Broward, Inc. into Communication Resources, Inc., as approved by the Board of Directors of the parent corporation on February 12, 1997.

2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on February 12, 1997.

3. Shareholder approval was not required for the merger.

Executed on February 12, 1997.

CRI OF BROWARD, INC.

By: George O'Leary
Name: George O'Leary
Capacity: President

COMMUNICATION RESOURCES, INC.

By: Richard Rettstadt
Name: Richard Rettstadt
Capacity: Vice President

**PLAN OF MERGER
OF
CRI OF BROWARD, INC.
AND
COMMUNICATION RESOURCES, INC.**

Communication Resources, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of CRI of Broward, Inc., which is also a business corporation of the State of Florida, hereby merges CRI of Broward, Inc. into Communication Resources, Inc. pursuant to the provisions of the Florida Business Corporation Act.

The separate existence of CRI of Broward, Inc. shall cease at the effective time and date of the merger, and Communication Resources, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

The issued shares of CRI of Broward, Inc. shall not be converted in any manner, but each such issued share immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished.

The Board of Directors and the proper officers of Communication Resources, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents, which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.



THE UNITED STATES
CORPORATION
COMPANY

P95000041433

ACCOUNT NO. : 072100000032

REFERENCE : 338446 4335212

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 122.50

ORDER DATE : April 21, 1997

ORDER TIME : 9:08 AM

ORDER NO. : 338446-005

CUSTOMER NO: 4335212

merger

700002150427--2

CUSTOMER:

Lorraine E. Jackson, Attorney
1285 Avenue Of The Americas
21st Floor
New York, NY 10019

ARTICLES OF MERGER

CRI RECOVERIES, INC.

COMMUNICATIONS RESOURCES, INC.

INTO	4/22/97
By	
Communications Resources, Inc.	
Verified	
Authorized Agent	
W.P. Verifier	

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Stscherban
EXAMINER'S INITIALS: _____

FILED
97 APR 22 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR 22 AM 9:53
TALLAHASSEE, FLORIDA

P95000041433

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

CRI RECOVERIES, INC., a Florida corporation P96000025348

INTO

COMMUNICATION RESOURCES, INC., a Florida corporation, P95000041433

File date: April 22, 1997

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 122.50

**ARTICLES OF MERGER
OF
CRI RECOVERIES, INC.
AND
COMMUNICATION RESOURCES, INC.**

97 APR 22 PM 12:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the Florida wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging CRI Recoveries, Inc. into Communication Resources, Inc., as approved by the Board of Directors of the parent corporation on February 12, 1997.
2. The aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on February 12, 1997.
3. Shareholder approval was not required for the merger.

Executed on February 12, 1997.

CRI RECOVERIES, INC.

By: George O'Leary
Name: George O'Leary
Capacity: President

COMMUNICATION RESOURCES, INC.

By: Richard Rettstadt
Name: Richard Rettstadt
Capacity: Vice President

**PLAN OF MERGER
OF
CRI RECOVERIES, INC.
AND
COMMUNICATION RESOURCES, INC.**

Communication Resources, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of CRI Recoveries, Inc., which is also a business corporation of the State of Florida, hereby merges CRI Recoveries, Inc. into Communication Resources, Inc. pursuant to the provisions of the Florida Business Corporation Act.

The separate existence of CRI Recoveries, Inc. shall cease at the effective time and date of the merger, and Communication Resources, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.

The issued shares of CRI Recoveries, Inc. shall not be converted in any manner, but each such issued share immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and extinguished.

The Board of Directors and the proper officers of Communication Resources, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents, which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.