

ARTICLES OF MERGER Merger Sheet

MERGING:

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

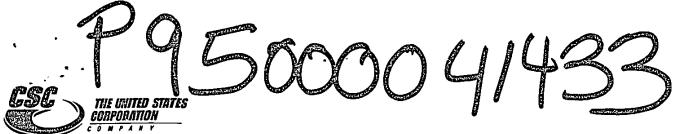
INTO

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

File date: April 4, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032 Account charged: 70.00



REFERENCE : 31

318513 5029319

AUTHORIZATION

latucia 1

COST LIMIT : \$ 70

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.

OTKI

COMMUNICATION RESOURCES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED 97 APR -4 PH12: 12. DIVISION OF CORPORATION

14 Note

OF

LOS ANGELES CRI, INC.

AND

COMMUNICATION RESOURCES, INC.

97 APR -4 PH 2: 10
SECRETARY OF STATEA

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.

Name: George O'Leary

Capacity: President

COMMUNICATION RESOURCES, INC.

ву:___

Name:/

Richard Rettstadt

Capacity: Vice President

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.

99500041433

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

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



REFERENCE : 31

318513

5029319

AUTHORIZATION

COST LIMIT : \$ 7

Pi

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

97 APR -4 PH 2: 59
SECRETARY OF STATALLAHASSEE, FLOR

ARTICLES OF MERGER

HOUSTON CRI, INC.

INTO

COMMUNICATION RESOURCES, INC.

PAPR -4 PM 12: 12

DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS

OF

HOUSTON CRI, INC.

AND

COMMUNICATION RESOURCES, INC.

97 APR -4 PH 2:59
SECRETARY OF STATEA

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.

Name: George O'Leary

Capacity: President

COMMUNICATION RESOURCES, INC.

By:

Name: Richard Rettstadt Capacity: Vice President

OF

HOUSTON CRI, INC.

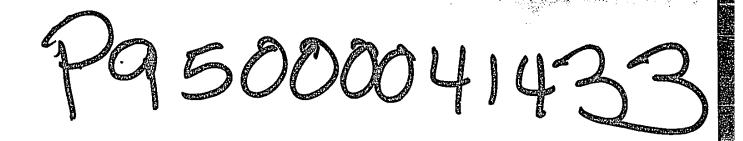
AND

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.



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

REFERENCE : 318513

5029319

AUTHORIZATION

3023313

COST LIMIT : \$ 70

ORDER TIME : 10:25 AM

ORDER NO. : 318513-010

ORDER DATE: April 3, 1997

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.

97 APR -4 PH 3: 03
SECRETARY OF STATE
ALLAHASSEE, FLORIDA

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:

THE CHIVED

97 APR -4 PHI2: 11

DIVISION OF CORPORATION

Mergal

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 business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby submit the following Articles of Merger.

- 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.
- The merger of CRI of Pennsylvania, Inc. with and into Communication Resources, 2. 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.
- As to Communication Resources, Inc., the aforesaid Plan of Merger was adopted in 3. 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.

George O'Leary

Capacity: President

COMMUNICATION RESOURCES, INC.

Richard Rettstadt Capacity: Vice President

OF

CRI OF PENNSYLVANIA, INC.

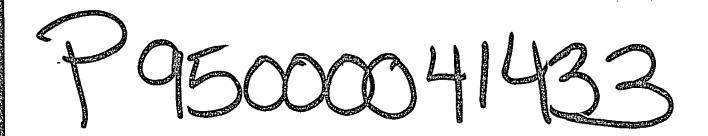
AND

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.



ARTICLES OF MERGER Merger Sheet

MERGING:

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

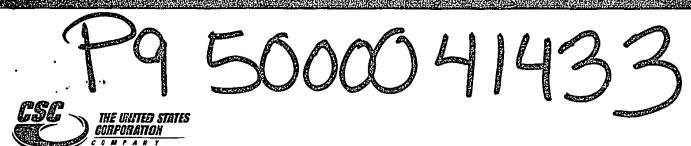
INTO

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

File date: April 4, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032 Account charged: 70.00



REFERENCE : 318513 5029319

AUTHORIZATION

COST LIMIT :

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 PLAIN STAMPED COPY

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

OF

CRI OF SOUTH CAROLINA, INC.

AND

COMMUNICATION RESOURCES, INC.

97 APR-4 PH 2: 3P

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.
- 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.
- 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.

Name: George O'Learn

Capacity: President

COMMUNICATION RESOURCES, INC.

Richard Rettstadt Capacity: Vice President

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.