

P95000044504

American Network Systems Inc.  
8 NE Lagoon Island Ct.  
Stuart, FL 34996  
561-223-0567

February 6, 1997

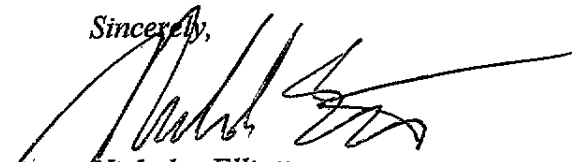
Florida Dept. Of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir or Madame:

Please find attached the Articles of Merger for American Network Systems Inc. along with the applicable fee of \$70.00 for filing same. Please return to me at:  
8 NE Lagoon Island Ct., Stuart, FL 34996.

I appreciate your attention in this matter.

Sincerely,



Nicholas Elliott

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-02/13/98-01075-018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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98 FEB 13 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FEB 17 1998

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

ATNC INC., a Florida corporation, P96000101481

INTO

**AMERICAN NETWORK SYSTEMS, INC.**, a Florida corporation,  
P95000044504.

File date: February 13, 1998

Corporate Specialist: Thelma Lewis

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
ATNC INC.  
INTO  
AMERICAN NETWORK SYSTEMS INC.**

Pursuant to the provision of the Florida Business Corporation Act, the following Articles of Merger are hereby adopted for the purpose of merging a wholly owned subsidiary corporation, ATNC Inc., a Florida corporation ( the "Subsidiary Corporation"), into its parent corporation, American Network Systems Inc., a Florida corporation (the "Surviving Corporation"):

1. The Plan of Merger is attached hereto and made a part hereof as Exhibit "A".
2. There are 1,000 outstanding shares of common stock of the Subsidiary Corporation, all of which are owned by the Surviving Corporation.
3. The mailing address of the attached Plan of Merger to the Surviving Corporation, as sole shareholder of the subsidiary corporation, has been waived.
4. The plan of merger was adopted by the Board of Directors of American Network Systems Inc. at a meeting duly held on January 31, 1998.

DATED this the 4th day of February, 1998.

AMERICAN NETWORK SYSTEMS INC.

BY:   
NICHOLAS ELLIOTT, PRESIDENT

BY:   
DEBRA DEVITO, SECRETARY

**VERIFICATION OF PRESIDENT**

I, Nicholas Elliott, President of American Network Systems Inc., hereby certify that the names signed to the foregoing Articles of Merger are that of the President and Secretary of American Network Systems Inc., and the statements contained therein are true and correct.

DATED THIS 4th day of February, 1998.

  
NICHOLAS ELLIOTT

STATE OF FLORIDA

COUNTY OF St. Lucie

I, the undersigned Notary Public, in and for said County and State, do hereby certify that NICHOLAS ELLIOTT, the President of American Network Systems Inc., whose name is signed to the foregoing Articles of Merger, and who is known to me, acknowledged before me on this day, that he has read the foregoing Articles of Merger, understands the meaning and purport of the statements therein contained and the same are true to the best of his information and belief, and he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 5 day of February, 1998.

*Angela Hart*

NOTARY PUBLIC

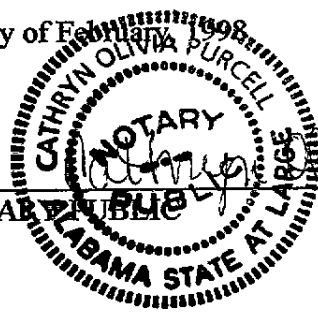


STATE OF Alabama

COUNTY OF Mobile

I, the undersigned Notary Public, in and for said County and State, do hereby certify that Debra Devito, the Secretary of American Network Systems Inc., whose name is signed to the foregoing Articles and Merger, and who is known to me, acknowledged before me on this day, that she has read the foregoing Articles of Merger, understands the meaning and purport of the statements therein contained and the same are true to the best of her information and belief, and she executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 6th day of February, 1998.



*Cathryn Olivia Purcell*

NOTARY PUBLIC

NOTARY PUBLIC STATE OF ALABAMA AT LARGE.  
MY COMMISSION EXPIRES: Sept. 25, 2001.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

**EXHIBIT A**

**PLAN OF MERGER OF  
ATNC INC.  
INTO  
AMERICAN NETWORK SYSTEMS INC.**

Pursuant to the provisions of the Florida Business Corporation Act, the following shall serve as the Plan of Merger of ATNC Inc., a Florida corporation, into American Network Systems Inc., a Florida corporation:

1. The name of the subsidiary corporation is ATNC Inc. The name of the parent corporation is American Network Systems Inc.
2. American Network Systems Inc. owns 100% of the outstanding shares of ATNC Inc. and shall be the surviving corporation.
3. All outstanding shares of ATNC Inc. shall be canceled upon the merger.