

P95000044504

Novatel Corporation
Requestor's Name

1570 S. FEDERAL Hwy
Address

Suite 200
Port St. Lucie, FL 34952
City/State/Zip Phone #

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*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

NO ADDRESSES ON ENVELOPE GIVEN

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Merge
TRP
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Examiner's Initials	
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ARTICLES OF MERGER
Merger Sheet

MERGING:

DIRECTORY ASSISTANCE CORPORATION, a Florida corporation, document
number P95000044504

INTO

NOVATEL CORPORATION, a Delaware corporation not qualified in Florida.

File date: December 28, 1998

Corporate Specialist: Karen Gibson

ARTICLES AND PLAN OF MERGER
 MERGER OF
 DIRECTORY ASSISTANCE CORPORATION, A FLORIDA CORPORATION
 INTO
NOVATEL CORPORATION, A DELAWARE CORPORATION

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 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

The undersigned Corporations, in accordance with the applicable provisions and statutes of the Delaware Business Corporation Act and the Florida Business Corporation Act, hereby adopt the following Articles and Plan of Merger:

ARTICLE 1: The parties hereto agree to effect this Merger.

ARTICLE 2: The Corporation to survive the Merger is Novatel Corporation, a Delaware Corporation, which shall continue under the name of Novatel Corporation.

ARTICLE 3: The parties to these Articles and Plan of Merger are Novatel Corporation, incorporated in the State of Delaware and Directory Assistance Corporation, being incorporated in the State of Florida.

ARTICLE 4: The provisions relating to the shares of each Corporation is as follows:

4.1 As to each Corporation, the number of shares outstanding, the number of shares entitled to vote, and the number and designation of shares of any class entitled to vote as a class are:

Name of Corporation	Total Number of Shares Outstanding	Total Number of Shares Entitled to Vote	Designation of Class Entitled to Vote as a Class (If any)	Number of Shares of Such Class (If any)
Novatel Corporation	1,000	1,000	NONE	NONE
Directory Assistance Corporation	1,000	1,000	NONE	NONE

4.2 As to each Corporation, the number of shares voted for and against the plan, respectively, and the number of shares of any class entitled to vote as a class voted for and against the plan are:

Name of Corporation	Total Shares Voted For	Total Shares Voted Against	Class	Shares	Shares Voted Against
Novatel Corporation	1,000	NONE	N/A	N/A	N/A
Directory Assistance Corporation	1,000	NONE	N/A	N/A	N/A

ARTICLE 5: The manner and basis of exchanging and converting the issued stock of Directory Assistance Corporation is as follows: Each share of issued and outstanding Common Stock of Directory Assistance Corporation shall be converted into shares of Common Stock of Novatel Corporation. Upon the surrender of certificates representing shares of Directory Assistance Corporation stock, by holders thereof an equal number of stock shall be issued in exchange by Novatel Corporation Common Stock outstanding at the date of this merger shall not be converted or exchanged but shall remain outstanding as shares of Common Stock of the surviving Corporation.

ARTICLE 6: The principle offices of Novatel Corporation and Directory Assistance Corporation are located at 10570 S. Federal Highway Suite 200 Port St. Lucie, Florida 34952.

ARTICLE 7: These articles and Plan of Merger were duly adopted and approved by the Boards of Directors and Stockholders of Novatel Corporation and Directory Assistance Corporation,

respectively, in each case by Written Consent of all Directors and Stockholders, dated June 30, 1998 in the manner and by the vote required by the laws of the State of Delaware and the State of Florida.

ARTICLE 8: The Plan of Merger is as follows:

8.1 The Articles of Incorporation of Novatel Corporation as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of Novatel Corporation.

8.2 Novatel Corporation reserves the right of power, after the effective date of Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders herein are subject to this reservation.

8.3 The Bylaws of Novatel Corporation as such Bylaws exist on the effective date of Merger, shall remain and be the Bylaws of Novatel Corporation until altered, amended or repealed, or until new Bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

8.4 The Directors of Novatel Corporation as of the effective date of the Merger shall continue in office until the next Annual Meeting of the Stockholders of Novatel Corporation. The number of Directors of Directory Assistance Corporation shall continue to be one (1) and shall be the following person:

Nicholas Elliott

The following officers of Novatel Corporation immediately prior to the effective date of the Merger shall continue in office after the effective date of the Merger and until the next Annual Meeting of the Board of Directors of Novatel Corporation.

Nicholas Elliott, President

Nicholas Elliott, Secretary-Treasurer

8.5 Each share of issued and outstanding Common Stock of Directory Assistance Corporation shall be converted into shares of Common Stock of Novatel Corporation. Upon the surrender of certificates representing shares of Directory Assistance Corporation stock by holders thereof, certificates for an equal number of Novatel Corporation stock shall be issued in exchange by Novatel Corporation. Common Stock outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of Common Stock of the surviving Corporation.

8.6 On the effective date of the Merger, the separate existence of Directory Assistance Corporation shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the surviving Corporation, without further act or deed. Confirmatory deeds, instruments of transfer, assignments or other like instruments, when deemed desirable by Novatel Corporation to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, shall at any time, or from time to time, be made and delivered in the name of Directory Assistance Corporation by the last acting officers thereof, or by the corresponding officers of the surviving Corporation.

8.7 The Plan of Merger was adopted by the Board of Directors of Novatel Corporation at a meeting duly held on June 30, 1998 to be effective July 1, 1998.

8.8 The Articles of Incorporation of Novatel Corporation are filed in New Castle County, Delaware. The Articles of Incorporation of Directory Assistance Corporation are filed in Leon County, Florida.

ARTICLE 9:

9.1 The surviving Corporation hereby agrees that it may be served with process in this state in any proceeding for the enforcement of any obligation of any domestic Corporation which is a party to such merger or consolidation and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic Corporation against the surviving or new Corporation.

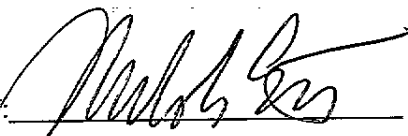
9.2 The surviving Corporation hereby appoints irrevocably the Secretary of the State as its agent to accept service of process in any such proceeding and directs the Secretary of State to forward said process to 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952.

9.3 The surviving Corporation hereby agrees that it will promptly pay to the dissenting shareholders of any such domestic Corporation amount, if any, to which they shall be entitled under the provisions of the Corporations Act of the State of Delaware and the State of Florida with respect to the rights of dissenting shareholders.

ARTICLE 10: All provisions of the law of the State of Delaware and the State of Florida applicable to the merger have been complied with.

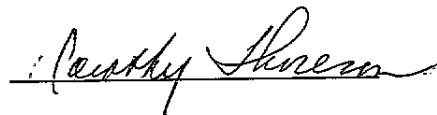
IN WITNESS WHEREOF, these Articles and Plan of Merger has been executed on the 1st day of July, 1998 pursuant to the approval and authority duly given by resolution by their respective Board of Directors, by the President, and attested by the Secretary of each party hereto.

NOVATEL CORPORATION

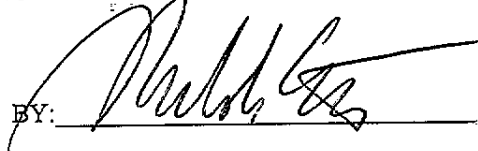
BY: 

President

ATTEST:

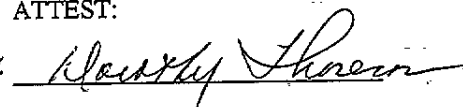
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DIRECTORY ASSISTANCE CORPORATION

BY: 

President

ATTEST:

x 

WAIVER OF NOTICE OF MEETING OF DIRECTORS

We, the undersigned, being all the Directors of Novatel Corporation, a Delaware Corporation, do hereby waive all notice of the meeting of the Board of Directors of the said Corporation, and do consent that the 30th day of June, 1998, at 10:00 a.m. in the morning, and the same hereby is fixed as the time and at 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952, as the place for holding the same, and that such business be transacted thereat as may lawfully come before the meeting.

Dated the 30th day of June, 1998.

x L. Dewshy Thomson

[Signature]

WAIVER OF NOTICE OF A SPECIAL JOINT MEETING OF THE
DIRECTORS AND SHAREHOLDERS OF NOVATEL CORPORATION

We, the undersigned, being all of the Directors and Shareholders of Novatel Corporation, a Delaware Corporation, do hereby waive all notice of a special joint meeting of the Directors and Shareholders of the Corporation and unanimously consent and agree that such meeting be held at 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952; we consent to the transaction of any and all that may come before the meeting.

This, the 30th day of June, A.D., 1998.

SHAREHOLDERS:

Resorts International Corporation

By: 

President

DIRECTORS:



CERTIFICATE

I hereby certify that the subscribers to the foregoing instruments constituted all the Shareholders and Directors of Novatel Corporation, a Delaware Corporation and that this instrument has not been amended or rescinded.

This, the 30th day of June, A.D., 1998.


NICHOLAS ELLIOTT - PRESIDENT

ATTEST:

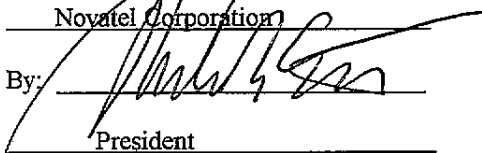

NICHOLAS ELLIOTT - SECRETARY

WAIVER OF NOTICE OF A SPECIAL JOINT MEETING OF THE
DIRECTORS AND SHAREHOLDERS OF DIRECTORY ASSISTANCE CORPORATION


We, the undersigned, being all of the Directors and Shareholders of Directory Assistance Corporation, a Florida Corporation, do hereby waive all notice of a special joint meeting of the Directors and Shareholders of the Corporation and unanimously consent and agree that such meeting be held at 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952; we consent to the transaction of any and all that may come before the meeting.

This, the 30th day of June, A.D., 1998.

SHAREHOLDERS:

Novatel Corporation
By: 
President

DIRECTORS:



CERTIFICATE

I hereby certify that the subscribers to the foregoing instruments constituted all the Shareholders and Directors of Directory Assistance Corporation, a Florida Corporation and that this instrument has not been amended or rescinded.

This, the 30th day of June, A.D., 1998.


NICHOLAS ELLIOTT - PRESIDENT

ATTEST:


NICHOLAS ELLIOTT - SECRETARY

JOINT MEETING OF THE SHAREHOLDERS AND DIRECTORS
OF DIRECTORY ASSISTANCE CORPORATION, A FLORIDA CORPORATION

A special meeting of the Board of Directors and Shareholders of Directory Assistance Corporation was held at 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952, on June 30, 1998 at 10:00 a.m. Present at the meeting were Nicholas Elliott, all of the Directors of the Corporation; and Novatel Corporation, represented by Nicholas Elliott, President, being all the Shareholders in the Corporation, with all the Shareholders and Directors having notice of the time, place, and purpose of the meeting.

Mr. Nicholas Elliott, after calling the meeting to order, explained that the meeting was called to decide whether a merger of Novatel Corporation, a Delaware Corporation, and Directory Assistance Corporation, a Florida Corporation, should be made. He stated that operation and expenses could be simplified and reduced as a result of a merger.

A copy of the Agreement and Plan of Merger was presented to those present and Mr. Elliott, stated that the corporations would be merged and that Novatel Corporation, a Delaware Corporation, would be the surviving corporation.

The Shareholders and Directors, upon motion duly made and seconded unanimously adopted the following resolution:

“RESOLVED that Novatel Corporation, shall be the surviving corporation, in accord with the proposed joint merger plan and agreement, and that the President of Directory Assistance Corporation, a Florida Corporation, be authorized for and in behalf of this corporation to do all things necessary to effectuate the merger.”

All voting Shareholders then approved the resolution.

The meeting, upon proper motion, seconded, and vote, was then adjourned.



NICHOLAS ELLIOTT - PRESIDENT

ATTEST:



NICHOLAS ELLIOTT - SECRETARY

WAIVER OF NOTICE OF MEETING OF DIRECTORS

We, the undersigned, being all the Directors of Novatel Corporation, a Delaware Corporation, do hereby waive all notice of the meeting of the Board of Directors of the said Corporation, and do consent that the 30th day of June, 1998, at 10:00 a.m. in the morning, and the same hereby is fixed as the time and at 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952, as the place for holding the same, and that such business be transacted thereat as may lawfully come before the meeting.

Dated the 30th day of June, 1998.

x Anthony Thuermer

Robert G. ...

WAIVER OF NOTICE OF A SPECIAL JOINT MEETING OF THE
DIRECTORS AND SHAREHOLDERS OF NOVATEL CORPORATION

We, the undersigned, being all of the Directors and Shareholders of Novatel Corporation, a Delaware Corporation, do hereby waive all notice of a special joint meeting of the Directors and Shareholders of the Corporation and unanimously consent and agree that such meeting be held at 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952; we consent to the transaction of any and all that may come before the meeting.

This, the 30th day of June, A.D., 1998.

SHAREHOLDERS:

Resorts International Corporation

By: 

President

DIRECTORS:



CERTIFICATE

I hereby certify that the subscribers to the foregoing instruments constituted all the Shareholders and Directors of Novatel Corporation, a Delaware Corporation and that this instrument has not been amended or rescinded.

This, the 30th day of June, A.D., 1998.


NICHOLAS ELLIOTT - PRESIDENT

ATTEST


NICHOLAS ELLIOTT - SECRETARY

JOINT MEETING OF THE SHAREHOLDERS AND DIRECTORS
OF NOVATEL CORPORATION, A DELAWARE CORPORATION

A special meeting of the Board of Directors and Shareholders of Novatel Corporation, was held at 10570 S. Federal Hwy., Suite 200, Port St. Lucie, FL 34952, on June 30, 1998 at 10:00 a.m. Present at the meeting were Nicholas Elliott, all of the Directors of the Corporation; and Resorts International Corporation, represented by Nicholas Elliott, President, being all the Shareholders in the Corporation, with all the Shareholders and Directors having notice of the time, place, and purpose of the meeting.

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A copy of the Agreement and Plan of Merger was presented to those present. It was resolved the corporations would be merged and that Novatel Corporation, a Delaware Corporation, would be the surviving corporation.

The Shareholders and Directors, upon motion duly made and seconded unanimously adopted the following resolution:

"RESOLVED that Novatel Corporation, a Delaware Corporation, shall be the surviving corporation, in accord with the proposed joint merger plan and agreement, and that the President of Novatel Corporation, a Delaware Corporation, be authorized for and in behalf of this corporation to do all things necessary to effectuate the merger."

All voting Shareholders then approved the resolution.

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NICHOLAS ELLIOTT - PRESIDENT

ATTEST



NICHOLAS ELLIOTT - SECRETARY

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Dated the 30th day of June, 1998.

x Deborah Shrew

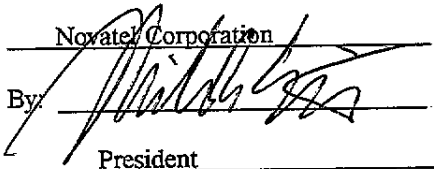
Paul G. ...

WAIVER OF NOTICE OF A SPECIAL JOINT MEETING OF THE
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This, the 30th day of June, A.D., 1998.

SHAREHOLDERS:

Novatek Corporation
By: 
President

DIRECTORS:



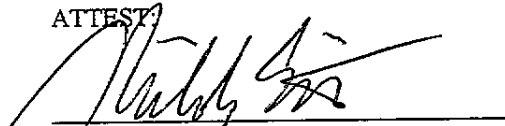
CERTIFICATE

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This, the 30th day of June, A.D., 1998.


NICHOLAS ELLIOTT - PRESIDENT

ATTEST:


NICHOLAS ELLIOTT - SECRETARY

JOINT MEETING OF THE SHAREHOLDERS AND DIRECTORS
OF NOVATEL CORPORATION, A DELAWARE CORPORATION

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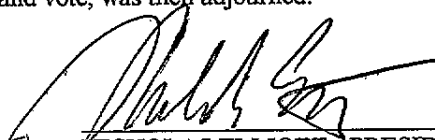
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The Shareholders and Directors, upon motion duly made and seconded unanimously adopted the following resolution:

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All voting Shareholders then approved the resolution.

The meeting, upon proper motion, seconded, and vote, was then adjourned.



NICHOLAS ELLIOTT - PRESIDENT

ATTEST



NICHOLAS ELLIOTT - SECRETARY