

P-950000 70479

ARTICLES OF MERGER
Merger Sheet

MERGING:

ARC COMMUNICATIONS INC., a Florida corporation, # P95000070479

INTO

ARC COMMUNICATIONS INC., a New Jersey corporation not qualified in
Florida.

File date: November 19, 1997

Corporate Specialist: Karen Gibson

P950000 70479

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

ARC Communications, Inc.

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DIVISION OF CORPORATION

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

ARC COMMUNICATIONS INC., a Florida corporation

into its wholly-owned subsidiary

ARC COMMUNICATIONS INC., a New Jersey corporation

UNDER THE NAME OF

ARC COMMUNICATIONS INC.

Pursuant to the provisions of Chapter 10 of the New Jersey Business Corporation Act and Chapter 607 of the Florida Business Corporation Act, the undersigned corporations, ARC Communications Inc. (also referred to as the "Parent" and "Merging Corporation"), a Florida corporation, and its wholly-owned subsidiary, ARC Communications Inc. (also referred to as the "Subsidiary" and "Surviving Corporation"), a New Jersey corporation, adopt the following Articles of Merger for the purpose of merging the Parent into the Subsidiary under the name of ARC Communications Inc.

Plan of Merger

1. The Plan of Merger provides for the merger of the Parent into the Subsidiary as a statutory merger pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986. In exchange for their shares of common stock in the Parent, each of the shareholders of the Parent shall receive in the merger a total of one (1) share of common stock of the Subsidiary for each one (1) share of common stock held by each of such shareholders in the Parent as of the Effective Date of the merger. All issued and outstanding shares of common stock in the Subsidiary

held by the Parent prior to the Effective Date shall be deemed canceled as of the Effective Date. All officers and directors of the Subsidiary immediately prior to the Effective Date shall be the officers and directors of the Surviving Corporation. The Certificate of Incorporation and By-Laws of the Subsidiary immediately prior to the Effective Date shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation. The name of the Surviving Corporation shall be Arc Communications Inc.

Adoption of Plan

2. a) The board of directors of the Merging Corporation approved the plan of merger at a board of directors meeting on October 13, 1997.

b) Whereas the Merging Corporation owns 100% of the outstanding shares of each class of stock of the Surviving Corporation, pursuant to Sec. 607.1104(1)(a) of the Florida Business Corporation Act, no approval of the shareholders of the Merging Corporation was required.

(c) The plan of merger was approved by the board of directors of the Surviving Corporation at a board of directors meeting on October 13, 1997.

d) The plan of merger was approved by unanimous consent of shareholders of the Surviving Corporation on October 13, 1997.

Effective Date

3. The Plan of Merger shall be effective as of the close of business on November 21, 1997.

Each of the undersigned corporations has caused these Articles to be signed as of November 21, 1997.

ARC COMMUNICATIONS, INC.,
a Florida corporation

By: 

Name: Steven H. Meyer
Title: President

ARC COMMUNICATIONS, INC.,
a New Jersey corporation

By: 

Name: Steven H. Meyer
Title: President

(ARCSLIDE-ARTICLE.MER)