

P95000075921

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

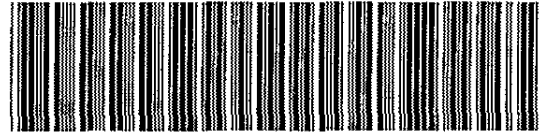
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

AUG 28 2006

*Meffer*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** American Communications, Inc. dba: Americom  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Joann Wight  
(Contact Person)

American Communications, Inc. dba Americom  
(Firm/Company)

5519 US Hwy 98N  
(Address)

Lakeland, FL 33809  
(City/State and Zip Code)

For further information concerning this matter, please call:

Joann Wight At ( 863 ) 853-5900  
(Name of Contact Person) (Area Code & Day time Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF MERGER**  
**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

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**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
American Communications, Inc.	Bartow, Florida	P95000075921

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Wireless Etc., Inc.	Sebring, Florida	P98000032691
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR**     /     /     (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the surviving corporation on 11/01/2005 and shareholder approval was not required.

**Sixth:** Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 11/01/2005 and shareholder approval was not required.

*(Attach additional sheets if necessary)*



THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

American Communications, Inc.

✓  


Jeffrey Rodgers; President

Wireless Etc, Inc



Kip M. Doty

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**PLAN OF MERGER**  
**(Merger of subsidiary corporation(s))**

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>American Communications, Inc.</u>	<u>Bartow, Florida</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(see attached)

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:



**Agreement for Sale of Unregistered Stock**

Kip Doty (Wireless Etc.), referred to as SELLER, and Jeff Rodgers (American Communications, Inc), referred to as PURCHASER, agree:

PURCHASER shall purchase from SELLER 100 (All Outstanding) shares of Common stock, issued by Wireless Etc., in consideration of:

The sum of \$ 40,000 (forty thousand dollars.)

To be paid as follows: Cash on transfer

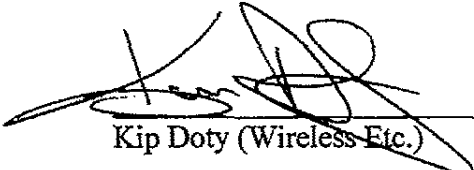
The shares purchased are not registered with the United States Securities and Exchange Commission, nor the Securities Commission of any state. The PURCHASER represents that it is qualified under the relevant rules and regulations of the United States Securities and Exchange Commission and the Securities Commission of any state which may have jurisdiction to purchase these shares. The PURCHASER further represents that it is not purchasing these shares with an intention of resale, nor will it take any actions that may result in it being considered an underwriter of the shares.

Prior to any transfer of these shares, the PURCHASER shall provide to the issuer of the stock a legal opinion, in a form acceptable to the counsel for the issuer, that the transfer will not result in the loss of the exemptions from registration of the securities then claimed by issuer.

The PURCHASER further represents that it has had adequate opportunity to obtain any information relevant to the decision to purchase, and has also had adequate opportunity to consult with advisors of their choice.

The PURCHASER agrees that prior to delivery of the stock to execute the shareholders agreement dated November 1, 2005.

Dated: 11/1/05

  
Kip Doty (Wireless Etc.)

Name of Corporation: WIRELESS ETC., INC.  
 Identification Number: 65-0979018  
 Tax Year Ending: 12/31/05

**Election To Apply Specific Accounting Rules in Connection with  
 the Termination of a Shareholder's Entire Interest**

WIRELESS ETC., INC. is an S corporation, and during this tax year, a shareholder's entire share interest in the corporation has been terminated. With the consent of all affected shareholders during the tax year, WIRELESS ETC., INC. elects under IRC Section 1377(a)(2) and Regulation 1.1377-1(b) to have the rules provided in IRC Section 1377(a)(1) applied as if the tax year consisted of two separate tax years. This election is made with respect to the termination of the entire interest of Kip m Doty, as follows:


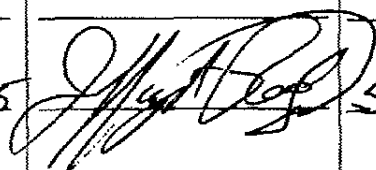
Manner of shareholder's termination ..... Sale of Stock

Date of termination ..... 11/1/05

Under penalties of perjury, the following corporate officer declares that to the best of his knowledge and belief, the statements contained herein are true, correct, and complete.

Date	Signature of Officer	Title

The following shareholders of WIRELESS ETC., INC., who represent all affected shareholders during the above referenced tax year, do hereby consent to the corporate election under IRC Section 1377(a)(2) and Regulation 1.1377-1(b) to treat the tax year as if it consisted of two separate tax years. Under penalties of perjury, each of the following shareholders declares that to the best of his knowledge and belief, the statements contained herein are true, correct, and complete.

Date	Shareholder Signature	Taxpayer Identification Number	Address
11/1/05		261-85-069	328 Dunlin Av Sebring FL 33870
11/1/05		59-3339769	5519 US Hwy 98N LAKELAND, FL 33809