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HCRMM LAW OFFICE

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Division of Corporations

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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

DIALTONE, INC.

Certificate of Status	1
Certified Copy	1
Page Count	02 03
Estimated Charge	\$87.50

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Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

JAGUARCUB ACQUISITION CORPORATION, a Florida corporation, document
number P02000049110

INTO

DIALTONE, INC., a Florida entity, P95000079166

File date: May 6, 2002

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER

The following article of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation ("Surviving Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
Dialtone, Inc.	Florida

Second: The name and jurisdiction of the merging corporation ("Merging Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>
Jaguarcub Acquisition Corporation	Florida

Third: The Plan of Merger is attached hereto as Exhibit A.

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

Fifth: The Plan of Merger was adopted by the shareholders of the Surviving Corporation on May 3, 2002.

Sixth: The Plan of Merger was adopted by the shareholders of the Merging Corporation on May 3, 2002.

IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger this 6th day of May, 2002.

DIALTONE INC., a Florida corporation

By: 
LAURIE WERNER, Chief Financial Officer

JAGUARCUB ACQUISITION CORPORATION,
Florida corporation

By: 
ALLEN L. SHULMAN, President

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**EXHIBIT A
PLAN OF MERGER**

The merger (the "Merger") between DIALTONE INC., a Florida corporation, (the "Surviving Corporation") and JAGUARCUB ACQUISITION CORPORATION, a Florida corporation, (the "Disappearing Corporation"), (collectively the "Constituent Corporations") is being effected pursuant to this Plan of Merger ("Plan") in accordance with s. 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, as in effect immediately before the effective time of the Merger (the "Effective Time") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Time until further amended as permitted by law.

2. Effect on Capital Stock. Each issued and outstanding share of the Surviving Corporation's Common Stock, Preferred A Stock, Preferred B Stock, and warrants shall be converted into solely the right to receive the merger consideration described in that certain Merger Agreement and Plan of Reorganization among Surviving Corporation, the Disappearing Corporation and the other parties thereto, dated May 3, 2002, (the "Merger Agreement"), and the Surviving Corporation's Common Stock, Preferred A Stock and Preferred B Stock and warrants shall no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist and the stockholders shall cease to have any rights with respect thereto, except the right to receive the merger consideration. Each share of common stock, par value \$1.00 per share, of the Disappearing Corporation issued and outstanding immediately prior to the Effective Time of the merger shall be converted into and exchanged for one (1) duly and validly issued, fully paid and non-assessable share of Common Stock of the Surviving Corporation. All shares of capital stock of the Surviving Corporation held in the treasury of the Surviving Corporation immediately prior to the Effective Time shall be cancelled and extinguished without any conversion thereof and no consideration shall be delivered or deliverable in exchange therefor.

3. Effect of Merger. On the Effective Time, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in s. 607.1106 of the Act.

4. Supplemental Action. If at any time after the Effective Time Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

5. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Merger Agreement of which this Plan is a part, Disappearing Corporation and Surviving Corporation shall cause their respective authorized officer to execute Articles of Merger ("Articles") in the form attached to this Plan and upon such execution this Plan shall be deemed incorporated by reference into the Articles as if fully set forth in such Articles and shall become an exhibit to such Articles. Thereafter, such Articles shall be delivered for filing by Surviving Corporation to the Florida Secretary of State. In accordance with s. 607.1105 of the Act, the Articles shall specify the "Effective Date," which shall be the filing date of the Articles.

6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by any of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with s. 607.1103 of the Act.

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IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the 6th day of May, 2002.

DIALTONE INC, a Florida corporation

By: 

Printed Name: Laura Mubwa

Its: CEO

JAGUARCUB ACQUISITION CORPORATION, a
Florida corporation

By: 

Printed Name: Michael C. Shulman

Its: President