

OFFICE
LL, G. HAM, V. COX, J. AMER, JOP
Sp. INT, G. HAM, J. AMER, JOP
POST OFFICE BOX 6327
GAINESVILLE, FLORIDA 32608

JOE C. WILLCOX
W. HENRY BARBER, JR.
JOHN D. JOPLING
CARL B. SCHWARTZ
ELLEN M. GERSHON
KAREN K. SPECIE

MINIAM I. CRUZ-BUSTILLO
KELLY B. PRITCHARD
ERIC D. STRUBLE

* BOARD CERTIFIED CIVIL TRIAL LAWYER
† CERTIFIED CIRCUIT COURT MEDIATOR
** ALSO MEMBER OF NEW YORK BAR

February 9, 1996

L. WILLIAM GRAM
RETIRED
DAH T. DELL
(1912-1992)
N. L. HENDERSON, JR.
(1939-1991)
TELEPHONE 378-4381
FAX 378-7418
AREA CODE 388
803 N. E. 1ST STREET

800001716118
-02/15/96--01000--008
*****70.00 *****70.00

Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed are two copies of the Articles of Incorporation of Mercury Communications USA, Inc. Also enclosed is check in the amount of \$70.00 to cover cost of filing fee and resident agent designation. Please return one copy of the Articles showing the filing date. Thank you.

If there are any questions, please call.

Very truly yours,

Katie Moore
Katie Moore, Secretary
to Mr. Barber

FILED
96 FEB 15 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-19-96

FILED
96 FEB 15 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MERCURY COMMUNICATIONS USA, INC.

ARTICLE I - NAME

The name of this corporation is: MERCURY COMMUNICATIONS USA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of common stock having a par value of Ten Dollars (\$10.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this

corporation is: 14119 West Newberry Road, Newberry, Florida 32669-2709; and the name of the initial registered agent of this corporation at that address is: JAMES C. MARCHANT, JR.

ARTICLE VII - PRINCIPAL OFFICE

The initial mailing address of the principal office of this corporation in the State of Florida is 14119 West Newberry Road, Newberry, Florida 32669-2709.

The address of the registered office and the principal office of the Corporation are located at the same address.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors shall be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
JAMES C. MARCHANT, JR.	14119 West Newberry Road Newberry, Florida 32669-2709

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is

<u>NAME</u>	<u>ADDRESS</u>
JAMES C. MARCHANT, JR.	14119 West Newberry Road Newberry, Florida 32669-2709

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

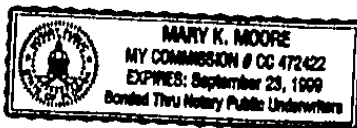
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation, this 13th day of February, 1996.

James C. Marchant, Jr. (SEAL)
James C. Marchant, Jr., Subscriber

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 13th day of February, 1996, by JAMES C. MARCHANT, JR.



Mary K. Moore
Notary Public, State of Florida at Large
MARY K. MOORE

Print, Type or Stamp Commissioned Name
of Notary Public

Personally known ✓ OR Produced Identification _____

Type of Identification Produced:

- () Current Florida Driver's license
() Other _____

My Commission Expires:

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

I HEREBY ACCEPT appointment as Registered Agent for MERCURY COMMUNICATIONS USA, INC. on whom process may be served in the State of Florida. I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

DATED this 13th day of February, 1996.

James C. Marchant Jr.
JAMES C. MARCHANT, JR.
Registered Agent

FILED
96 FEB 15 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062
 FL (904) 222-1222

P96000015424

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

96 SEP 23 10 3 18
 TALLAHASSEE, FLORIDA

RE: MERCURY COMMUNICATIONS
USA INC

C.C. FILE DISBURSED

☐ Capital Express
☐ Art. of Inc. Filing
☐ Corp. Record Search
☐ Ltd. Partnership Filing
☐ Foreign Corp. Filing
☐ () Cert. Copy(s)
☐ Art. of Amend. Filing
☐ Dissolution/Withdrawal
☐ C U S.
☐ Fictitious Name Filing
☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing
☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval
☐ UCC 1 or 3 Filing
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s. _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone () _____
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () _____ pgs.

SUBTOTALS

FEE..... \$ _____
 DISBURSED..... \$ _____
 SURCHARGE..... \$ _____
 TAX on corporate supplies..... \$ _____
 SUBTOTAL..... \$ _____
 PREPAID..... \$ _____
 BALANCE DUE..... \$ _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No. _____
BY	<u>AA</u>		

WALK-IN 923 1102
 Will Pick Up

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MERCURY COMMUNICATIONS USA, INC.
A Florida Corporation

96 SEP 23 AM 10:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

James C. Marchant, Jr. hereby certifies that:

1. He is the President and Secretary of MERCURY COMMUNICATIONS USA, INC., a Florida corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation are amended and restated to read in its entirety as follows:

"ARTICLE I

Name and Duration

The name of the Corporation is: Mercury Communications USA, Inc. The duration of the Corporation is perpetual.

ARTICLE II

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE III

Capital Stock

The Corporation is authorized to issue twenty million (20,000,000) shares of common stock having no par value. Each one (1) share of the Corporation's common stock issued and outstanding at the time the Amended and Restated Articles of Incorporation of the Corporation containing this amendment is filed with the Florida Secretary of State shall

be and hereby is automatically changed and reclassified without further action into forty thousand (40,000) fully paid and nonassessable shares of the Corporation's common stock, provided that no fractional shares shall be issued and, instead, forty thousand (40,000) fully paid and nonassessable shares of the Corporation's common stock shall be issued in place of each fractional share resulting from such change and reclassification.

ARTICLE IV

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE V

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, if any, to the full extent permitted by law.

ARTICLE VI

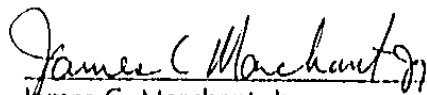
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by Florida Business Corporation Act, and all rights conferred upon shareholders herein are granted subject to this reservation."

* * * *

4. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the sole director and the sole shareholder of the Corporation pursuant to a resolution duly adopted by Joint Written Consent dated September 19, 1996.

The undersigned hereby declares and certifies that the matters set forth in the foregoing Amended and Restated Articles of Incorporation are true and correct to his knowledge and that this certificate was executed on September 20, 1996, at City of Newberry, County of Alachua, Florida.


James C. Marchant, Jr.,
President and Secretary

P 960000 15424

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

LAVA PRODUCTS CORP., a Delaware corporation not qualified in Florida.

INTO

MERCURY COMMUNICATIONS USA, INC., a Florida corporation,
P96000015424

File date: November 25, 1996

Corporate Specialist: Karen Gibson

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 222-1222

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
95 NOV 25 AM 9:10
DIVISION OF CORPORATION

Morgan
11/25

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY *[Signature]* _____

WALK-IN 11/25 12:00
Will Pick Up _____

RE: Lava Products Corp

	C.G. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U B-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF MERGER
OF
LAVA PRODUCTS CORP.,
a Delaware corporation
INTO
MERCURY COMMUNICATIONS USA, INC.,
a Florida corporation


FILED
\$6 NOV 25 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, on behalf of LAVA PRODUCTS CORP., a Delaware corporation ("Lava"), and Mercury Communications USA, Inc., a Florida corporation ("Mercury"), do hereby certify:

1. Lava is a corporation duly organized and validly existing under the laws of the State of Delaware.
2. Mercury is a corporation duly organized and validly existing under the laws of the State of Florida.
3. Lava and Mercury are parties to a Merger Agreement (as defined below) whereby Lava will be merged with and into Mercury. Mercury will be the surviving corporation and Lava will cease to exist. Pursuant to the Merger Agreement, stockholders of Lava will receive shares of Mercury in exchange for their shares of Lava.
4. The Articles of Incorporation of Mercury as existing prior to the effective date of the merger, shall continue in full force as the Articles of Incorporation of the surviving corporation.
5. Attached to these Articles of Merger is the Agreement and Plan of Merger dated October 15, 1996 ("Merger Agreement") which sets forth the plan of merger providing for the merger of Lava into Mercury.
6. The plan of merger as set forth in the attached Merger Agreement has been approved by Joint Written Consent of the Sole Director and Majority Stockholder of Lava dated October 15, 1996. Lava has 8,540,216 shares of common stock issued, outstanding and entitled to vote on the plan of merger of which 6,832,173 shares voted in favor of the merger.
7. The plan of merger as set forth in the attached Merger Agreement has been approved by Joint Unanimous Written Consent of the Sole Director and Sole Shareholder of Mercury dated October 15, 1996. Mercury has 4,000,000 shares of common stock issued, outstanding and entitled to vote on the plan of merger of which all 4,000,000 shares voted in favor of the merger.
8. The manner in which the exchange of issued shares of Lava shall be effected is set forth in the attached Merger Agreement.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger at Newberry, Florida, on October 15, 1996.

LAVA PRODUCTS CORP.,
a Delaware corporation

By: 
Troy D. Wiseman, President

MERCURY COMMUNICATIONS USA, INC.,
a Florida corporation

By: 
James C. Marchant, Jr., President