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Division of Corporations

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P16000024475

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MERGER OR SHARE EXCHANGE

US BLOCK WINDOWS, INC.

Certificate of Status	1
Certified Copy	1
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Merger

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ARTICLES OF MERGER
OF
USBLOCK ACQUISITION CORP.,
a Florida corporation
(Document No. P05000159917
and
US BLOCK WINDOWS, INC.,
a Florida corporation
(Document No.: P96000024475)

Pursuant to the provisions of the Florida Business Corporation Act governing the merger of Florida corporations, the corporations hereinafter named do hereby adopt the following Articles of Merger:

1. The name of the disappearing corporation is USBlock Acquisition Corp. (the "Disappearing Corporation"), which is a corporation organized under the laws of the State of Florida, and the existence of which will cease.
2. The name of the surviving corporation is US Block Windows, Inc. (the "Surviving Corporation"), which is a corporation organized under the laws of the State of Florida, and which shall be the surviving corporation.
3. The Plan of Merger for merging the Disappearing Corporation with and into the Surviving Corporation is attached hereto as Exhibit "A". Pursuant to Section 5 of such Plan of Merger and Exhibit "B" hereto, the Articles of Incorporation of the Surviving Corporation are amended and restated and its registered agent and registered office are changed as set forth therein.
4. The merger shall be effective as of the date of filing with the Florida Department of State.
5. The Plan of Merger was approved and adopted by the shareholders of the Disappearing Corporation on December 14, 2005.
6. The Plan of Merger was approved and adopted by the shareholders of the Surviving Corporation on December 14, 2005.

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These Articles of Merger have been executed by each of the Disappearing Corporation
and the Surviving Corporation this 15 day of December, 2005.

USBLOCK ACQUISITION CORP.,
a Florida corporation

By: _____
Name: _____
Title: _____

US BLOCK WINDOWS, INC.
a Florida corporation

By: M. Fisher
Name: M. Fisher
Title: PRESIDENT

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MOBILE WIRELESS COMMUNICATIONS
34021/0001

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Exhibit A

PLAN OF MERGER
OF
US BLOCK WINDOWS, INC.,
a Florida corporation
and
USBLOCK ACQUISITION CORP.,
a Florida corporation

This Plan of Merger is submitted in compliance with Section 607.1101 of the Florida Statutes.

1. US Block Windows, Inc. (the "Surviving Corporation") is a corporation duly organized and existing under the laws of the State of Florida.
2. USBlock Acquisition Corp. (the "Disappearing Corporation") is a corporation duly organized and existing under the laws of the State of Florida.
3. The Disappearing Corporation and the Surviving Corporation are parties to an Agreement and Plan of Merger that governs the merger transaction and each of the parties' respective rights and responsibilities in connection therewith (the "Definitive Agreement").
4. The Disappearing Corporation shall be merged with and into the Surviving Corporation, with the Surviving Corporation continuing to exist as said surviving corporation and the Disappearing Corporation ceasing to exist upon the effective date of the merger.
5. The Surviving Corporation's Articles of Incorporation, as of the effective date of the merger, shall be deleted in their entirety and replaced by those Amended and Restated Articles of Incorporation on Exhibit "B" attached hereto. The Surviving Corporation's Articles of Incorporation as herein amended and restated shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
6. The Bylaws of the Disappearing Corporation as now in force and effect are hereby adopted as the Bylaws of the Surviving Corporation and shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Florida law.

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7. The directors and officers in office of the Disappearing Corporation upon the effective date of the merger shall become the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

8. Each of the shares of capital stock of the Surviving Corporation that are issued and outstanding as of the effective date of the merger, will be converted into the right to receive certain consideration as specified in the Definitive Agreement, and upon delivery of such consideration all of such shares of capital stock will be cancelled and retired and all rights in respect thereof will cease to exist. Each of the shares of capital stock of the Surviving Corporation held in the Surviving Corporation's treasury as of the effective date of the merger will be cancelled and retired and all rights in respect thereof will cease to exist, without any conversion thereof or payment of any consideration therefor. Any rights to acquire shares of the Surviving Corporation that exist as of the effective date of the merger (including without limitation, any stock options, warrants or subscriptions) will be cancelled and retired and all rights in respect thereof will cease to exist, without any conversion thereof or payment of any consideration therefore. Each of the presently issued and outstanding shares of capital stock of the Disappearing Corporation which is issued and outstanding immediately prior to the effective date of the merger shall be converted into one issued and outstanding share of capital stock of the Surviving Corporation. To the extent that any rights to acquire shares of the Disappearing Corporation exist as of the effective date of the merger (including without limitation, any stock options, warrants or subscriptions), each such right shall be converted into an identical right to acquire shares of the Surviving Corporation.

9. The proper officers of the Disappearing Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger provided herein.

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Exhibit B

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
US BLOCK WINDOWS, INC.**

ARTICLE I.

The name of the Corporation is: US Block Windows, Inc.

ARTICLE II.

The address of the Corporation is 3000 Johnson Avenue, Pensacola, Florida 32514, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III.

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV.

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$0.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE V.

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI.

The registered office of this Corporation is 1333 North Duval Street, Tallahassee, Florida 32303. The registered agent at that address is Capitol Corporate Services, Inc.

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ARTICLE VII.

The Corporation shall have two (2) directors. The names and addresses of the directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Greg Flynn	520 Madison Avenue 33 rd Floor New York, NY 10022
Jason Meyer	520 Madison Avenue 33 rd Floor New York, NY 10022

ARTICLE VIII.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX.

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X.

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

ARTICLE XI.

This Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, which sections related to affiliated transactions and control share acquisitions.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of the State of Florida, the following is submitted:

FIRST -- That US Block Windows, Inc. has designated 1333 North Duval Street, Tallahassee, Florida 32303, as the place of business for the service of process within this state.

SECOND -- That the above corporation has named Capitol Corporate Services, Inc. as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 15th day of December, 2005.

Capitol Corporate Services, Inc.

By: DeLanie Case
Name: DeLanie Case, asst. sec.
Title: asst. sec.

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