

P96000030104

CAPITAL CONNECTION, INC.

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

First Florida Communications,
Inc.

300002668943--7
-10/21/98-01035-005
****158.75 *****78.75

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 _____

FILED
98 OCT 30 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 OCT 21 AM 11:11
DIVISION OF CORPORATION

File First

Dec 10/30

Signature

Requested by:

Chen 10-21 10:34

Name

Date

Time

Walk-In

Will Pick Up

Courier



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1998

CAPTIAL CONNECTION

TALLAHASSEE, FL

SUBJECT: FIRST FLORIDA COMMUNICATIONS, INC.
Ref. Number: P96000030104

?
We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Articles of Merger for a profit corporation are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a copy of chapter 607, Florida Statutes. Please refer to section 607.1101 through 607.1107, Florida Statutes, which may pertain to the corporations involved in the merger.

The attached merger documents do not meet the requirement pursuant to section 607.1101 - 607.1107.

THE FORMS SUBMITTED ARE USED ONLY WHEN CORPORATIONS, LIMITED LIABILITIES AND/OR LIMITED PARTNERSHIPS ARE BEING INVOLVED IN A MERGER.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 798A00052023

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98 OCT 30 AM 10:00
DIVISION OF CORPORATIONS

Corrected

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE PARADISE INTERNATIONAL CONNECTION, INC., a florida corporation,
P93000022295

INTO

FIRST FLORIDA COMMUNICATIONS, INC., a Florida corporation,
P96000030104

File date: October 30, 1998

Corporate Specialist: Teresa Brown

FILED
98 OCT 30 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(F.S. 607.1105, 607.0120)

I. MERGING PARTIES:

FIRST FLORIDA COMMUNICATIONS, INC. A Florida Corporation
5625-35 S. University Drive, Davie, FL 33328
FL Registration # P96000030104 FEI # 65-0662159

THE PARADISE INTERNATIONAL CONNECTION, INC. A Florida Corporation
5625-35 S. University Drive, Davie, FL 33328
FL Registration # P93000022295 FEI # 65-0402960

II. SURVIVING PARTY:

FIRST FLORIDA COMMUNICATIONS, INC. A Florida Corporation

III. EFFECTIVE DATE OF MERGER:

This merger took place on October 15, 1998.

IV. ADOPTION BY BOARD OF DIRECTORS:

Pursuant to the Article of Incorporation of First Florida Communications, Inc., any merger may take place without the requirement of the vote of the shareholders. Such merger does require a majority vote of the Board of Directors.

V. DATE OF ADOPTION:

These Articles of Merger were adopted by the Board of Directors on October 15, 1998.

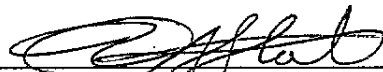
These Articles of Merger were voted upon and approved/adopted by the Board of Directors of each merging party on October 15, 1998, as is set out by the signatures of the President and Vice President below.

Signing-The Paradise International Connection

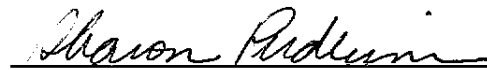
Signing-First Florida Communications



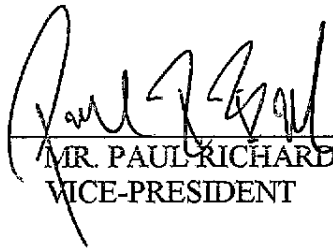
MR. EDMOND PUDLEINER
PRESIDENT



MR. RONALD STULL
PRESIDENT



MRS. SHARON PUDLEINER
VICE-PRESIDENT



MR. PAUL RICHARD BELL, JR.
VICE-PRESIDENT

PLAN OF MERGER

(F.S. 607.1101)

I. NAMES AND JURISDICTIONS OF MERGING PARTIES:

FIRST FLORIDA COMMUNICATIONS, INC. A Florida Corporation

THE PARADISE INTERNATIONAL CONNECTION, INC. A Florida Corporation

II. SURVIVING PARTY:

FIRST FLORIDA COMMUNICATIONS, INC. A Florida Corporation

III. TERMS AND CONDITIONS:

- A. First Florida Communications, Inc. (FFCI) shall purchase the assets of The Paradise International Connection, Inc. (Paradise) for \$350,000.00 in the form of FFCI stock valued at \$8.00 pr. Share totalling 43,750 shares.
- B. Paradise has warranted that their annual gross revenues shall exceed \$280,000.00.
- C. Paradise is a celular and paging facility which will become an entity of FFCI and expand to include 2-way radio sales and services.
- D. Paradise's two corporate officers, who are the sole share holders, shall become employees of FFCI.

IV. MANNER AND BASIS OF CONVERTING THE SHARES OF EACH CORPORATION INTO SHARES, OBLIGATIONS, OR OTHER SECURITIES OF THE SURVIVING CORPORATION OF ANY OTHER CORPORATION:

- A. Paradise shall receive 43,750 shares of stock of FFCI valued at the close of business on the day of closing at \$8.00 pr share. This stock is restricted from sale or trade for a period of one year from the date of transfer pursuant to SEC Rule 144.

- B. FFCI shall receive the entirety of Paradise to include but not limited to all inventory, licenses, businesses contracts, property, assets, accounts receivable, client lists, equipment, furnishings, trademarks, and good will.
- C. FFCI shall only be responsible for those liabilities listed on schedule 1 of the Agreement which include: AMERICAN EXPRESS CHARGE FOR CAPITAL FINANCE, PRE-PAID PHONE CARDS, G.E. EQUIPMENT LEASE, and AIR-TIME BILLS.

V. EFFECTIVE DATE OF THE MERGER:

This merger took place on October 15, 1998.

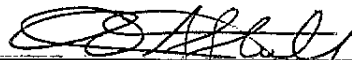
This Plan of Merger was adopted by the board of directors of each of the merging parties as is shown by the representative signatures below:

Signing-The Paradise International Connection

Signing-First Florida Communications



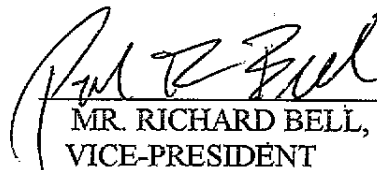
MR. EDMOND PUDLEINER
PRESIDENT



MR. RONALD STUEL
PRESIDENT



MRS. SHARON PUDLEINER
VICE-PRESIDENT



MR. RICHARD BELL, JR.
VICE-PRESIDENT