

# **CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite A Tallahassee, FL 32301, (904)224-8870  
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 \$ \_\_\_\_\_

REQUEST TAKEN CONFIRMED APPROVED  
DATE 5/10  
TIME 10:00 CK No. \_\_\_\_\_  
BY NCC

WALK-IN  
Will Pick Up \_\_\_\_\_

RE: Multi Auto Secluded

96 MAY 10 PM 12:16

U.S. DEPT. OF JUSTICE  
TALLAHASSEE, FLORIDA

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 S- \_\_\_\_\_  
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

**CERTIFICATE OF INCORPORATION  
OF  
MULTI AUTO SERVICE, INC.**

FILED  
JULY 10 1963  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate myself for the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

**ARTICLE I.**

The name of the corporation shall be **MULTI AUTO SERVICE, INC.**

**ARTICLE II.**

The general nature of the business to be transacted by this corporation shall be:

1. To engage in the business of a automobile and truck repair. To import, buy, or otherwise acquire, own, hold, use, export, sell or otherwise dispose of gasoline, kerosene, lubricating oils and greases, antifreezes, tires, batteries, and all other supplies and accessories necessary or convenient for servicing automobiles and other vehicles and automotive equipment, and generally to do all things customarily done by gasoline service stations, including, without limitation, servicing, repairing, lubricating, washing, waxing and polishing automobiles, trucks and other vehicles.

2. To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate as acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation,

buildings or other structures, with their appurtenances, and to manage, operate lease, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the Corporation.

3. To grant to other persons, firms, or corporations the rights, privileges, concessions, or franchise to carry on any kind of business or enterprise of the corporation under such terms as the corporation may deem expedient and proper.

4. To become party to any lawful agreement with any person, firm, or company; to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive and expedient for the protection or benefit of the corporation, either as holders of or interest in any property or otherwise, with all the powers now or hereafter conferred by the Laws of the State of Florida upon corporations.

5. The business of the corporation is from time to time to do one or more or all of the acts and things set out above, and it shall have the right to conduct its business in all its branches in or outside the State of Florida, or in any State, Territory, or dependency of the United States, or in foreign countries, it being the intention that each of the objects, purposes, and powers

specified in all of the provisions of the statement of purposes shall be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by inference or reference by or from the terms of any clause of this statement or any other paragraph of this Charter or Certificate.

#### **ARTICLE III.**

The authorized capital stock of this Corporation shall be **one hundred (100)** shares of common stock at no par value.

The common stock shall be payable in cash, property, or services, at a just valuation to be fixed by the Board of Directors at a regular or special meeting called for that purpose. Property, labor, services may be purchased and paid for with the common stock of the corporation at a just value to be fixed by the Board of Directors.

#### **ARTICLE IV.**

##### **AMOUNT OF CAPITAL TO BEGIN BUSINESS**

The amount of capital to begin the business herein and operate same shall be a total of **FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.**

#### **ARTICLE V.**

##### **PRINCIPAL OFFICE**

The principal office of the corporation shall be located at **731 N.E. 1st Avenue, Fort Lauderdale, Florida 33304**, with the privilege of operating any branch office any place in any state, territory or foreign country, as the corporation deems advisable.

**ARTICLE VI.**

**CORPORATION EXISTENCE**

The corporation shall have perpetual existence unless sooner dissolved according to Law.

**ARTICLE VII.**

**NUMBER OF DIRECTORS**

The number of directors shall be not less than **one (1)** nor more than **three (3)**, but the By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

**ARTICLE VIII.**

**DIRECTORS**

The name and address of the first Board of Directors of this Corporation is:

<b>JOE AMIN KHAN</b>	<b>1551 S. W. 87th Terrace</b>
<b>President, Secretary/Treasurer</b>	<b>Pembroke Pines, FL 33025</b>

**ARTICLE IX.**

**NAMES AND ADDRESSES OF SUBSCRIBERS**

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

<b>JOE AMIN KHAN</b>	<b>1551 S.W. 87th Terrace</b>	<b>100 shares</b>
	<b>Pembroke Pines, FL 33025</b>	

ARTICLE X.

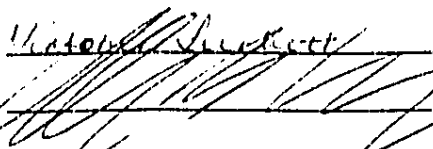
REGISTERED AGENT

JOE AMIN KHAN, is hereby named as the original Registered Agent of this Corporation, upon whom service of process may be held in accordance with the laws of the State of Florida, and the street address of the initial Registered Agent's office is:

731 NE 1st Avenue, Fort Lauderdale, FL 33304

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge and filed in the office of the Secretary of State of Florida the foregoing Certificate of Incorporation, this 9 day of May, 1996.

WITNESSES:



  
JOE AMIN KHAN

STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority, JOE AMIN KHAN, personally known to me, and he acknowledged before me that he executed the foregoing Certificate of Incorporation for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 9 day of May, 1996.

  
NOTARY PUBLIC

- 5 -



RUSSELL M. HAYSON  
MY COMMISSION # CC259903 EXPIRES  
March 21, 1997  
BONDED THRU TROY FAH INSURANCE, INC.

**CERTIFICATE OF REGISTERED AGENT**

96 MAY 10 1112:16

In compliance with Chapter 48.091, Fla. Stat., the following is submitted:

**MULTI AUTO SERVICE, INC.**, a corporation desiring to organize under the Laws of the State of Florida, has named **JOE AMIN KHAN**, as its initial Registered Agent, and the initial street address of the initial registered office of said Agent is:

**731 N.E. 1st Avenue, Fort Lauderdale, Florida 33304**

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**JOE AMIN KHAN**

# CAPITAL CONNECTION, INC.

447 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  
 FAX (904) 222-1222

**P96000040284**

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 \$ \_\_\_\_\_

RE: Multi Auto Service, Inc.

☐ Original Exp. Stmt.  
☐ Art. of Inc. (In)  
☐ Corp. Records General  
☐ Ltd. Partnership Fils  
☐ Foreign Corp. Fils  
☒ ( ) Cert. Copy(s)  
☒ Photo Copy  
☐ Art. of Amend. Fils  
☐ Dissolution/Withdrawal  
☐ O U S  
☐ Fictitious Name Fils

☐ Name Reservation  
☐ Annual Report/Reinstatement  
☐ Reg. Agent Service  
☐ Document Filing

☐ Corporate Kit  
☐ Vehicle Search  
☐ Driving Record  
☐ Document Retrieval

☐ UCC 1 or 3 Fils  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ File No.'s, Copies  
☐ Courier Service  
☐ Shipping/Handling  
☐ Phone ( )  
☐ Top Priority  
☐ Express Mail Prop.  
☐ 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

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/30		
TIME	11:00		CK No.
BY	J.S.		

WALLIN  
 Will Pick Up \_\_\_\_\_





FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 30, 1996

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: MULTI AUTO SERVICE, INC.  
Ref. Number: P96000040284

We have received your document for MULTI AUTO SERVICE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Restated Articles of Incorporation for a Florida profit corporation are filed pursuant to section 607.1007, Florida Statutes. Enclosed is copy of chapter 607.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The capacity of the person signing the document must be typed or printed beneath the signature.

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  
(904) 487-8957.

Joy Moon-French  
Corporate Specialist

Letter Number: 496A00036515

June 7, 1996

TO: Division of Corporations  
P.O. Box 5588  
Tallahassee, Florida 32314

Re: Miami International Trading, Inc.  
Charter No. P-94-000055556(2)

I, AHAMAD HOOSEIN, sole officer and director of Miami International Trading Inc., hereby state that I will not be re-instating the above corporation and release the name, Miami International Trading, Inc.

  
Ahamad Hoosein

STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that the foregoing instrument was executed by AHAMAD HOOSEIN, sole officer and director of Miami International Trading, Inc., who is personally known to me or who produced the following as identification: \_\_\_\_\_ and who did/did not take an oath.

  
Notary Public

My commission expires:

JACQUELIN ALI  
Notary Public, State of Florida  
My Comm. expires 10/10/1997  
No. 0020335

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
MULTI AUTO SERVICE, INC.

RECORDED  
INDEXED  
AUG 21 PM 3:57  
SECRETARY  
TALLAHASSEE  
FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST: Amendments adopted:**

**ARTICLE I.**

The name of the corporation shall be **MIAMI INTERNATIONAL TRADING INC.**

**ARTICLE II.**

The general nature of the business to be transacted by this Corporation shall be:

1. To engage in the business of importing and exporting goods of every kind, type and description; to purchase and sell such goods as a wholesaler, retailer, distributor or otherwise and to act as an agent or broker in the sale of goods of every kind, type and description; to do all things as are necessary to the accomplishment of the purchases set forth herein.

2. To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate as acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate lease, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and

any buildings or other structures, at any time owned or held by the Corporation.

3. To grant to other persons, firms, or corporations the rights, privileges, concessions, or franchise to carry on any kind of business or enterprise of the corporation under such terms as the corporation may deem expedient and proper.

4. To become party to any lawful agreement with any person, firm, or company; to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive and expedient for the protection or benefit of the corporation, either as holders of or interest in any property or otherwise, with all the powers now or hereafter conferred by the Laws of the State of Florida upon corporations.

5. The business of the corporation is from time to time to do one or more or all of the acts and things set out above, and it shall have the right to conduct its business in all its branches in or outside the State of Florida, or in any State, Territory, or dependency of the United States, or in foreign countries, it being the intention that each of the objects, purposes, and powers specified in all of the provisions of the statement of purposes shall be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent

Limited or restricted by inference or reference by or from the terms of any clause of this statement or any other paragraph of this Charter or Certificate.

**ARTICLE V.**

**PRINCIPAL OFFICE**

The principal office of the corporation shall be located at **6317 Miramar Parkway, Miramar, Florida 33023**, with the privilege of operating any branch office any place in any state, territory or foreign country, as the corporation deems advisable.

**SECOND:** The date of each amendment's adoption: **July 19, 1996.**

**THIRD :** The Amendments were approved by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 19<sup>th</sup> day of July, 1996.

  
\_\_\_\_\_  
JOE AMIN KHAN  
Chairman of the Board

# P93000040284

**OFFICE USE ONLY (Document #)**

407 679 9440

PAT LOHAN

C E S WIRELESS TECHNOLOGIES CORP.

925 S. SEMORAN BLVD. STE 122

WETTER PARK

PG 32792

OFFICE USE ONLY

FILED  
97 JUL 31 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #) 000002258170--6
2. \_\_\_\_\_  
(Corporation Name) (Document #) -08/05/97--01066--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Andrew Creighton  
gave authorization  
to delete #16 from  
the agreement & plan  
of merger. 8/4 JB

Merger

AUG 4 1997

Examiner's Initials

P93000040284

ARTICLES OF MERGER  
Merger Shoot

.....  
MERGING:

C E S WIRELESS TECHNOLOGIES CORP., a Florida corporation,  
P93000040284

INTO

CES WIRELESS TECHNOLOGIES CORP., a Maryland corporation not  
qualified in Florida.

File date: July 31, 1997

Corporate Specialist: Velma Shepard



Articles Of Merger Of  
CES Wireless Technologies Corp.  
(A Florida Corporation)  
And CES Wireless Technologies Corp.  
(A Maryland Corporation)

FILED  
97 JUL 31 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Section 607.1105 of the  
Florida Business Corporation Act

1. The names and states of incorporation of each of the constituent corporations (the "Constituent Corporations") are as follows:

CES Wireless Technologies Corp., a Maryland corporation; and

CES Wireless Technologies Corp., a Florida corporation.

2. An agreement and plan of merger (the "Agreement And Plan Of Merger"), pursuant to which CES Wireless Technologies Corp., a Florida corporation, will merge with and into, CES Wireless Technologies, a Maryland corporation, is attached as Exhibit A and incorporated hereof, and has been duly authorized, approved, adopted, certified, executed and acknowledged by the board of directors of CES Wireless Technologies Corp., a Florida corporation, on July 23, 1997, by the board of directors of CES Wireless Technologies Corp., a Maryland corporation, on July 28, 1997, and by the sole stockholder of CES Wireless Technologies Corp., a Maryland corporation, on July 28, 1997 in accordance with the laws under which it is formed and in particular, in accordance with the applicable provisions of the Florida Business Corporation Act and the General Corporation Law Of Maryland and in accordance with the constituent documents of the Constituent Corporation.

3. The surviving corporation shall be CES Wireless Technologies Corp., a Maryland corporation. The name of the surviving corporation shall be CES Wireless Technologies Corp.

4. The Articles Of Incorporation of CES Wireless Corp., a Maryland corporation, shall be the articles of incorporation of the surviving corporation.

5. CES Wireless Technologies Corp., a Maryland corporation, has authority to issue 12,000,000 shares of common stock having a par value of \$.001, and 4,000,000 shares of preferred stock having a par value of \$.001. CES Wireless Technologies Corp., a Maryland corporation, has (a) 100 shares of common stock issued and outstanding, all of which are owned by CES Wireless Technologies Corp., a Florida corporation; and (b) no shares of preferred stock issued and outstanding. CES Wireless Technologies Corp., a Florida corporation, has authority to issue 12,000,000 shares of common stock having a par value of \$.001, 2,227,192 shares of which are outstanding, and 4,000,000 shares of preferred stock having a par value of \$.001, none of which are issued and outstanding. Upon the merger becoming effective, (a) each outstanding share of common stock of CES Wireless Technologies Corp., a Florida corporation, shall immediately be deemed to be one share of common stock of CES Wireless Technologies Corp., a Maryland corporation, without an exchange of certificates, and (b) the 100 shares of common stock of CES Wireless Technologies Corp., a Maryland corporation, owned by CES Wireless Technologies Corp., a Florida corporation, which shall then be owned by CES Wireless Technologies

Corp., a Maryland corporation, by virtue of the merger, shall be retired and resume the status of authorized and unissued shares and any capital represented by the shares shall be eliminated.

6. The shareholders of CES Wireless Technologies Corp., a Florida corporation, were not, pursuant to Section 607.1104 of the Florida Business Corporation Act, required to approve the Agreement And Plan Of Merger for the following reasons:

a. CES Wireless Technologies Corp., a Florida corporation, is merging into its wholly owned subsidiary, CES Wireless Technologies Corp., a Maryland corporation; and

b. The Articles Of Incorporation of CES Wireless Technologies Corp., a Maryland corporation, will not differ from the Articles Of Incorporation of CES Wireless Technologies Corp., a Florida corporation, except that:

(1) The name of the incorporator, name of registered agent and the initial board of directors shall differ in each articles of incorporation; and

(2) The Articles Of Incorporation of CES Wireless Technologies Corp., a Maryland corporation, shall provide the incorporator of that corporation is at least eighteen years of age an is forming a corporation under the general laws of Maryland, whereas the Articles Of Incorporation of CES Wireless Technologies Corp., a Florida corporation, does not contain such provision.

IN WITNESS WHEREOF this Articles Of Merger has been executed by CES Wireless Technologies Corp., a Maryland corporation, by its duly authorized officers on 3-30, 1997.

CES WIRELESS TECHNOLOGIES CORP.  
a Maryland corporation

Date: July 30 1997

By: [Signature]  
Patrick Lohan, President

ATTEST:

[Signature]  
Ada Gaston, Secretary

STATE OF FLORIDA           )  
  ) ss.  
COUNTY OF ORANGE       )

I, C Douglas Hensley, a Notary Public, in and for said county and state, certify that Patrick Lohan and Ada Gaston, who are personally known to me to be the persons whose names are subscribed to the foregoing instrument, appeared before me this date in person and acknowledge that each signed, sealed and delivered this said instrument in writing as each person's true and voluntary act and deed for the purposes and uses therein set forth.

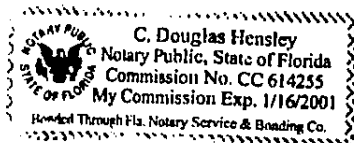
Given under my hand and seal this 30 day of July 1997.

My commission expires: JAN 16 2001

[SEAL]

C Douglas Hensley  
Notary Public

Address: 5250 LK WINDERMERE RD  
ORLANDO, FL 32807



IN WITNESS WHEREOF this Articles Of Merger has been executed by CES Wireless Technologies Corp., a Florida corporation, by its duly authorized officers on 7-30, 1997.

CES WIRELESS TECHNOLOGIES CORP.  
a Florida corporation

Date: July 30 1997

By: [Signature]  
Patrick Lohan, President

ATTEST:  
[Signature]  
Ada Gaston, Secretary

STATE OF FLORIDA            )  
  ) ss.  
COUNTY OF ORANGE        )

I, C Douglas Hensley, a Notary Public, in and for said county and state, certify that Patrick Lohan and Ada Gaston, who are personally known to me to be the persons whose names are subscribed to the foregoing instrument, appeared before me this date in person and acknowledge that each signed, sealed and delivered this said instrument in writing as each person's true and voluntary act and deed for the purposes and uses therein set forth.

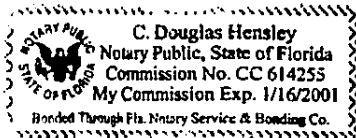
Given under my hand and seal this 30 day of July 1997.

My commission expires: JAN 16 2001

[SEAL]

C Douglas Hensley  
Notary Public

Address: 5250 LK 12th/EXH 11 RD  
ORLANDO, FL 32807



**Agreement And Plan Of Merger Of  
CES Wireless Technologies Corp.  
(A Florida Corporation)  
And CES Wireless Technologies Corp.  
(A Maryland Corporation)**

This Agreement And Plan Of Merger is by and between CES Wireless Technologies Corp., a Maryland corporation ("CES-Maryland"), and CES Wireless Technologies Corp., a Florida corporation ("CES-Florida"). CES-Maryland and CES-Florida are sometimes referred to individually as a "Constituent Corporation," and they are sometimes referred to jointly as the "Constituent Corporations."

**Recitals**

A. CES-Maryland was formed as a wholly owned subsidiary of CES-Florida pursuant to a proposal for the reorganization of CES-Florida approved by the board of directors of CES-Florida.

B. The reorganization of CES-Florida is to be effected by merging CES-Florida with and into CES-Maryland and causing the shareholders of CES-Florida to become the stockholders of CES-Maryland, with each outstanding share of common stock of CES-Florida being deemed simultaneously at the time of the merger to be one share of common stock of CES-Maryland.

C. The General Corporation Law of the State of Maryland (the "Maryland Code") and the Florida Business Corporation Act (the "Florida Code") permit the reorganization of CES-Florida into CES-Maryland provided that CES-Maryland and CES-Florida each adopts a plan of merger which sets forth the terms and conditions of the proposed merger, the mode of carrying the merger into effect, the manner and basis of converting the shares of each corporation into shares or other securities or obligations of the surviving corporation and other applicable provisions.

**Agreement**

In consideration of the premises and the following agreements, CES-Maryland and CES-Florida agree as follows:

1. **Name Of Constituent Corporations And Surviving Corporation.** The names of the corporations proposing to merge are CES Wireless Technologies Corp., a Maryland corporation, and CES Wireless Technologies Corp., a Florida corporation, and the name of the corporation which shall be the surviving corporation is CES Wireless Technologies Corp., a Maryland corporation.

2. **Terms And Conditions Of The Merger.** CES-Florida shall merge with and into its wholly owned subsidiary, CES-Maryland, effective as of the date of the later to occur of the filing of Articles Of Merger with the Secretary of State of Florida in accordance with the Florida Code and of the date of filing Articles Of Merger with the Secretary of State of Maryland in accordance with the Maryland Code.

3. **Manner And Basis Of Converting Shares.** CES-Maryland has authority to issue 12,000,000 shares of common stock having a par value of \$.001 and 4,000,000 shares of preferred stock having a par value of \$.001. CES-Maryland has 100 shares of common stock issued and outstanding, all

of which are owned by CES-Florida. CES-Maryland does not have any preferred stock issued and outstanding. CES-Florida has authority to issued 12,000,000 shares of common stock having a par value of \$.001, 2,227,192 shares of which are outstanding; and 4,000,000 shares of preferred stock having a par value of \$.001, none of which are issued and outstanding. Upon the merger becoming effective, (a) each outstanding share of common stock of CES-Florida shall immediately be deemed to be one share of common stock of CES-Maryland without an exchange of certificates, and (b) the 100 shares of common stock of CES-Maryland owned by CES-Florida, which shall then be owned by CES-Maryland by virtue of the merger, shall be retired and resume the status of authorized and unissued shares and any capital represented by the shares shall be eliminated.

4. Articles Of Incorporation And Bylaws. The Articles Of Incorporation and the Bylaws of CES-Maryland in effect on the date of the merger shall be the Articles Of Incorporation and Bylaws of the surviving corporation until amended in accordance with the Maryland Code.

5. Directors. The directors of CES-Maryland at the time of the merger shall be the directors of the surviving corporation until their successors are elected and qualified.

6. Effect Of Merger. Upon the merger becoming effective, CES-Florida shall merge with an into CES-Maryland, which shall be the surviving corporation, and CES-Florida shall cease to exist. CES-Maryland shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and shall be subject to all the restrictions, disabilities and duties of each Constituent Corporation, and all the rights, privileges, powers and franchises of each Constituent Corporation and all property, real, personal and mixed, and all debts due to either of the Constituent Corporations on whatever account, for stock subscriptions as well as all other things in action or belonging to each Constituent Corporation shall be vested in CES-Maryland; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter the property of CES-Maryland as effectually as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise, in either of the Constituent Corporations, shall not revert or be in any way impaired; and all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall attach to CES-Maryland and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

7. Obligations Of The Constituent Corporations. Each of the Constituent Corporations shall take or cause to be taken all actions and do or cause to be done all things necessary, proper or advisable under the laws of the states of Florida and Maryland to consummate and effect the merger.

8. Approval By Holder Of Common Stock. This agreement has been approved by the sole stockholder of CES-Maryland in the manner provided by the laws of the jurisdiction under which CES-Maryland is organized.

9. Termination; Amendment. This agreement may be abandoned by either CES-Maryland or CES-Florida by appropriate resolution of the Board Of Directors of either Constituent Corporation at any time prior to the merger becoming effective and may be amended in matters of form or supplemented by additional agreements, articles or certificates, as may be determined in the judgment of the Boards of Directors of the Constituent Corporations to be necessary, desirable, or expedient to clarify the intentions of the Constituent Corporation or to effect or facilitate the filing, recording or official approval of this

Agreement And Plan Of Merger in accordance with its purpose and intent.

*Delete* ~~to the Articles Of Incorporation. The Articles Of Incorporation of CES Florida and the Articles Of Incorporation of CES Maryland are attached hereto as Exhibit A and B, respectively, and incorporated and made a part of this Agreement And Plan Of Merger.~~

IN WITNESS WHEREOF this Agreement And Plan Of Merger has been executed and attested to by the persons indicated below on the 30 day of July, 1997.

CES WIRELESS TECHNOLOGIES CORP.  
a Maryland corporation

Date: July 30 - 1997

By: [Signature]  
Patrick Lohan, President

ATTEST:

[Signature]  
Ada Gaston, Secretary

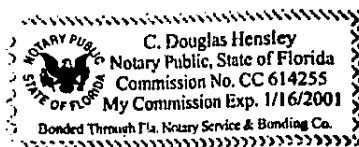
STATE OF FLORIDA           )  
  ) ss.  
COUNTY OF ORANGE       )

I, C. Douglas Hensley, a Notary Public, in and for said county and state, certify that Patrick Lohan and Ada Gaston, who are personally known to me to be the persons whose names are subscribed to the foregoing instrument, appeared before me this date in person and acknowledge that each signed, sealed and delivered this said instrument in writing as each person's true and voluntary act and deed for the purposes and uses therein set forth.

Given under my hand and seal this 30 day of July, 1997.

My commission expires: Jan 16 2001

[SEAL]



C. Douglas Hensley  
Notary Public  
Address: 5250 LK Underph. 1) PN  
ORLANDO, FL 32807

IN WITNESS WHEREOF this Agreement And Plan Of Merger has been executed and attested to by the person indicated below on the 30 day of July, 1997.

CES WIRELESS TECHNOLOGIES CORP.  
a Florida corporation

Date: July 30-1997

By: [Signature]  
Patrick Lohan, President

ATTEST:

[Signature]  
Ada Gaston, Secretary

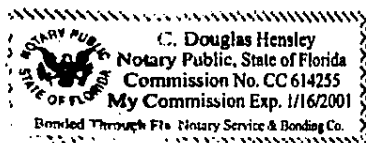
STATE OF FLORIDA )  
COUNTY OF ORANGE ) ss.

I, C. Douglas Hensley, a Notary Public, in and for said county and state, certify that Patrick Lohan and Ada Gaston, who are personally known to me to be the persons whose names are subscribed to the foregoing instrument, appeared before me this date in person and acknowledge that each signed, sealed and delivered this said instrument in writing as each person's true and voluntary act and deed for the purposes and uses therein set forth.

Given under my hand and seal this 30 day of July, 1997.

My commission expires: JAN 16 2001

[SEAL]



C. Douglas Hensley  
Notary Public

Address: 5250 1st Underhill Rd  
ORLANDO, FL 32807