

P96 000047037

Lozier, Tipton, Tipton & Thames

A Partnership of Professional Associations

Attorneys at Law

DANIEL H. LOZIER
ANN J. TIPTON
HENRY W. TIPTON
WILLIAM K. THAMES, II

ONE PENSACOLA PLAZA
SUITE 222
126 WEST ROMANA STREET
PENSACOLA, FLORIDA 32501

PHONE: (904) 409-0202
(904) 409-0000
FACSIMILE: (904) 409-0000

May 24, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

RECORDED 1841749
-05/29/96--01005--021
****122.50 ****122.50

Re: A+ NETWORK OF JACKSONVILLE, INC.

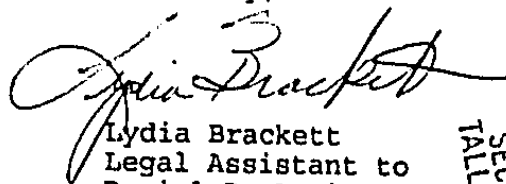
Dear Personnel:

Enclosed please find an original and one copy of the proposed Articles of Incorporation for the above-referenced corporation. Would you please file the original and provide us with one certified copy of the Articles?

We are enclosing our check payable to your order in the amount of \$122.50 to cover the filing fee for this corporation.

Please call our office as soon as the articles have been filed and provide us with the charter number assigned to this corporation. We look forward to hearing from you soon. Thank you for your consideration.

Sincerely,


Lydia Brackett
Legal Assistant to
Daniel R. Lozier

DRL/lb
Enclosures

cc: Mr. Eric Furlow (w/encl.)

FILED
96 MAY 28 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER JUN 4 1996

ARTICLES OF INCORPORATION
OF
A+ NETWORK OF JACKSONVILLE, INC.

FILED
96 MAY 28 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is A+ Network of Jacksonville, Inc., whose principal place of business is 125 W. Romana St., Ste. 222, Pensacola, Florida 32501.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The general purposes for which this corporation is organized are:

(1) To transact any lawful business or businesses for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary, implied, helpful, or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of no par value common stock.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office, the

mailing address, and the principal office of the Corporation in this State is 125 W. Romana Street, Suite 222, Pensacola, Florida 32501, and the name of its initial registered agent at such address is Daniel R. Lozier.

ARTICLE VI - BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one (1) member. The size of the board may be increased or decreased from time to time as prescribed in the bylaws or by applicable law, but never shall the board consist of less than one (1) member. The name(s) and address(es) of the first member(s) of the Board of Directors is(are) as follows:

NAME

ADDRESS

Ray Dean Russenberger

40 S. Palafox St.
Pensacola, FL 32501

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator is:

NAME

ADDRESS

DANIEL R. LOZIER

125 W. Romana Street
Suite 222
Pensacola, FL 32501

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have subscribed my name this 24th day of MAY, 1996.


DANIEL R. LOZIER, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

FILED
96 MAY 28 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 17th day of MAY, 1996, by Daniel R. Lozier who is personally known to me or who has produced a driver's license as identification and has not taken an oath.



OFFICIAL SEAL
LYDIA BRACKETT
My Commission Expires
Aug. 17, 1996
Comm. No. CC 222037

Lydia Brackett
NOTARY PUBLIC
Commission No. _____
My Commission Expires: _____

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

I, the undersigned, being the person named as the Registered Agent of A+ Network of Jacksonville, Inc. a Florida corporation, hereby certify that I am familiar with the obligations provided for in Florida Statutes Chapter 607.0505 and hereby accept the appointment of Registered Agent and hereby accept said obligations.

DATED: 5/24/96
STATE OF FLORIDA
COUNTY OF ESCAMBIA

Daniel R. Lozier
DANIEL R. LOZIER

The foregoing instrument was acknowledged before me this 24th day of MAY, 1996, by DANIEL R. LOZIER who is personally known to me or who has produced a driver's license as identification and has not taken an oath.



OFFICIAL SEAL
LYDIA BRACKETT
My Commission Expires
Aug. 17, 1996
Comm. No. CC 222037

Lydia Brackett
NOTARY PUBLIC
Commission No. _____
My Commission Expires: _____

P96000047037

Requestor's Name

Address

11/1/96

1728-4519-3

Daniel R. Lozier

904-409-0202

Office Use Only

LOZIER TIPTON & TIPTON

(If known):

125 WEST HUMANA STE 222

PENSACOLA

FL 32501

500001994539--4

-11/01/96--0102--023

***210.00 ***122.50

.../Boomer Com.

(Corporation Name)

(Document #)

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

FILED
56 NOV - 1 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
PKG 11-5

Examiner's Initials

Lozier, Tipton, Tipton & Thomas
A Partnership of Professional Associations
Attorneys at Law

DANIEL R. LOZIER*
ANN J. TIPTON
HENRY W. TIPTON
WILLIAM K. THAMES, II
JOHN D. FRICKE, JR.
J. KURT KAPLE

ONE PENSACOLA PLAZA
SUITE 222
128 WEST HOMANA STREET
PENSACOLA, FLORIDA 32501

PHONE: (904) 489-0202
(904) 489-9688
FACSIMILE: (904) 489-0006

November 1, 1996

*BOARD CERTIFIED TAX ATTORNEY

FEDERAL EXPRESS

Ms. Karen Gibson
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

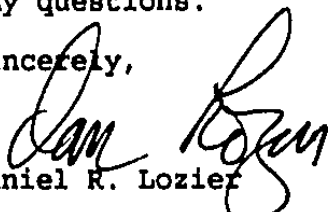
RE: A+Network of Jacksonville, Inc. and
Beeper Communications of Florida, Inc.

Dear Karen:

As a follow-up to our prior telephone conversation, I am enclosing the original and two copies of the Plan of Merger. Please attach the Plan of Merger to the Articles of Merger before filing the Articles of Merger.

I deeply appreciate your personal attention to this matter. Please contact me if you have any questions.

Sincerely,


Daniel R. Lozier

DRL/imk

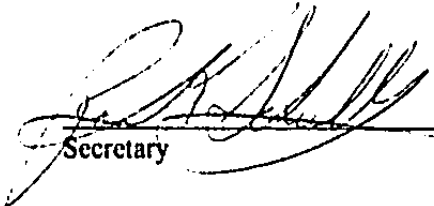
Enclosures

**ARTICLES OF MERGER BETWEEN
A+ NETWORK OF JACKSONVILLE, INC.
(A FLORIDA CORPORATION, THE SURVIVING CORPORATION) AND
BEEPER COMMUNICATIONS OF FLORIDA, INC.
(A FLORIDA CORPORATION, THE DISAPPEARING CORPORATION)**

PURSUANT to Section 607.1105 of the Florida Business Corporation Act, A+ Network of Jacksonville, Inc., a Florida corporation, the surviving corporation ("A+") and Beeper Communications of Florida, Inc., a Florida Corporation, the disappearing corporation ("Beeper Com"), hereby adopt the following Articles of Merger:

1. The attached Plan of Merger between A+ and Beeper Com, hereby incorporated by reference, has been approved, adopted, and executed by each of the corporations in accordance with the provisions of Section 607.1103 of the Florida Business Corporation Act.
2. The Plan of Merger was adopted by the Boards of Directors and was unanimously approved by the shareholders of A+ and of Beeper Com on the 31st day of October, 1996.
3. The Plan of Merger shall be effective upon the filing of these Articles of Merger with the Department of State, State of Florida.
4. On the date of filing these Articles of Merger, Beeper Com shall cease to exist as a separate corporation.

ATTEST:


Secretary

**A+ NETWORK OF
JACKSONVILLE, INC.**

By: 
Charles A. Emling, III, President

ATTEST:


Secretary

**BEEPER COMMUNICATIONS
OF FLORIDA, INC.**

By: 
Robert Karm Weiland, President

FILED
56 NOV -1 PM 2:46
TALLAHASSEE
FLORIDA
DEPARTMENT OF STATE

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 31st day of October, 1996, by Charles A. Emiling, III, who stated that he is President of A+ NETWORK OF JACKSONVILLE, INC., and that he, acting as President of said corporation, signed the aforesaid document on behalf of said corporation, and who is personally known to me or who has produced a driver's license as identification and has not taken an oath.



Rhonda M. Gonzales
NOTARY PUBLIC
Commission No. _____
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 31st day of October, 1996, by Robert Karn Weiland, who stated that he is President of BEEPER COMMUNICATIONS OF FLORIDA, INC., and that he, acting as President of said corporation, signed the aforesaid document on behalf of said corporation, and who is personally known to me or who has produced a driver's license as identification and has not taken an oath.



Rhonda M. Gonzales
NOTARY PUBLIC
Commission No. _____
My Commission Expires: _____

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is executed effective the 31st day of October, 1996, by and between A+ NETWORK, INC., a Tennessee corporation, ("A+ Network"), A+ NETWORK OF JACKSONVILLE, INC., a Florida corporation, the surviving corporation ("A+"), and BEEPER COMMUNICATIONS OF FLORIDA, INC., a Florida Corporation, the disappearing corporation ("Beeper Com");

WHEREAS, the Board of Directors of A+, a wholly owned subsidiary of A+ Network, and the Board of Directors of Beeper Com have determined that it is advisable that Beeper Com merge with and into A+ (the "Merger"); and

WHEREAS, the Board of Directors of A+ and the Board of Directors of Beeper Com have approved an Agreement and Plan of Merger dated effective February 22, 1996, (the "Agreement");

NOW, THEREFORE, in consideration of the foregoing, and in consideration of their mutual covenants, terms, and conditions hereinafter set forth, the parties hereby agree to effect the Merger as follows:

1. A+ and Beeper Com shall submit the Merger to their respective shareholders for approval pursuant to Section 607.1103 of the Florida Business Corporation Act.
2. Following the approval of the Merger by the shareholders of A+ and of Beeper Com, and provided that all conditions to closing as set forth in the Agreement have been met or waived, A+ will cause the Articles of Merger and this Plan of Merger and any other required document to be executed and filed with the Florida Department of State pursuant to Section 607.1105 of the Florida Business Corporation Act.
3. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State ("Effective Time").
4. At the Effective Time, each outstanding share of common stock, par value \$1.00 per share, of Beeper Com ("Beeper Com Common Shares"), shall be converted into the right to receive 32.73 shares of common stock, par value \$.01 per share, of A+ Network ("A+ Shares") (the ratio of A+ Shares to one Beeper Com share is referred to as the "Conversion Ratio"), and an amount of cash equal to \$151.02 ("Common Cash Consideration").
5. The manner of converting the Beeper Com Common Shares into the A+ Shares at the Effective Time shall be as follows:

All of the Beeper Com Common Shares outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger and without any further action on the part of Beeper Com or any other person, be converted into A+ Shares. On and after the Effective Time, all of the outstanding certificates which, prior to that time, represented the Beeper Com Common Shares shall be deemed for all purposes to evidence ownership of, and to represent the A+ Shares into which the Beeper Com Common Shares represented by such certificates have been converted as herein provided. Immediately after the Effective Time and upon surrender of the certificates representing the Beeper Com Common Shares, A+ Network shall furnish to each of the Beeper Com shareholders one or more certificates representing the number of A+ Shares calculated in accordance with paragraph 4 above, and A+ Network shall further furnish to said Beeper Com shareholders, cash equal to the amount of the Common Cash Consideration. A+ Network will not pay any dividend or make any distribution on A+ Shares (with a record date on or after the Effective Time) to any record holder of Beeper Com Common Shares until the holder thereof surrenders for exchange his certificates which represented Beeper Com Common Shares.

6. Upon and after the Effective Time, Beeper Com ("Disappearing Corporation") shall cease to exist as a separate corporation, and A+ shall be the surviving corporation ("Surviving Corporation").

7. The outstanding shares of A+ issued and outstanding immediately prior to the Effective Time shall be unaffected by the Merger and such shares shall remain issued and outstanding.

8. At and after the Effective Time, the Merger shall have the effect set forth in Section 607.1106 of the Florida Business Corporation Act.


9. At the Effective Time, the Articles of Incorporation and Bylaws of A+ as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

10. The officers and directors of A+, immediately prior to the Effective Time, shall, at the Effective Time, be the directors and officers of the Surviving Corporation.


11. Nothing herein shall modify the officers, directors, Articles of Incorporation, or Bylaws of A+ Network. A+ Network shall be unaffected by the Merger.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger by their respective duly authorized officers as of the date and year first above written.


**A+ NETWORK OF
JACKSONVILLE, INC.
(Surviving Corporation)**


Witness
Print Name: Scott M. Embling

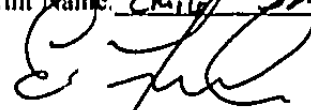
By: 
Charles A. Embling, III, President


Witness
Print Name: William T. Voelker


**BEEPER COMMUNICATIONS
OF FLORIDA, INC.
(Disappearing Corporation)**


Witness
Print Name: Craig Smith


By: 
Robert Karn Weiland, President


Witness
Print Name: Eric Furber

**A+ NETWORK, INC.
(Unaffected Parent Corporation)**

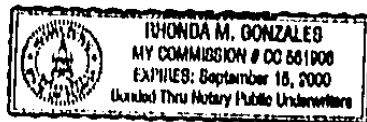

Witness
Print Name: Eric Furber

By: 
Charles A. Embling, III, C.E.O.


Witness
Print Name: Daniel R. Gize

STATE OF FLORIDA
COUNTY OF ESCAMBIA

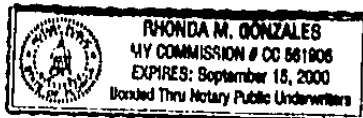
The foregoing instrument was acknowledged before me this 31st day of October, 1996, by Charles A. Emling, III, who stated that he is President of A+ NETWORK OF JACKSONVILLE, INC., and that he, acting as President of said corporation, signed the aforesaid document on behalf of said corporation, and who is personally known to me or who has produced a driver's license as identification and has not taken an oath.



Rhonda M. Gonzales
NOTARY PUBLIC
Commission No. _____
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF ESCAMBIA

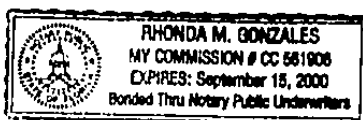
The foregoing instrument was acknowledged before me this 31st day of October, 1996, by Robert Karn Weiland, who stated that he is President of BEEPER COMMUNICATIONS OF FLORIDA, INC., and that he, acting as President of said corporation, signed the aforesaid document on behalf of said corporation, and who is personally known to me or who has produced a driver's license as identification and has not taken an oath.



Rhonda M. Gonzales
NOTARY PUBLIC
Commission No. _____
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 31st day of October, 1996, by Charles A. Emling, III, who stated that he is C.E.O. of A+ NETWORK, INC., and that he, acting as C.E.O. of said corporation, signed the aforesaid document on behalf of said corporation, and who is personally known to me or who has produced a driver's license as identification and has not taken an oath.



Rhonda M. Gonzales
NOTARY PUBLIC
Commission No. _____
My Commission Expires: _____

P96000047037

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

BEEPER COMMUNICATIONS OF FLORIDA, INC., a Florida corporation,
document number K10987

INTO

A+ NETWORK OF JACKSONVILLE, INC., a Florida corporation,
P96000047037

File date: November 1, 1996

Corporate Specialist: Karen Gibson