

P96000053025

ATTORNEY'S TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/ST/Zip

850-222-2785

Phone #

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

1- NORTHSTAR COMMUNICATIONS GROUP, INC. *Share exchange*

2- _____

3- _____

4- _____

FILED
01 JUL -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

AMENDMENTS	
<input checked="" 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

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL -2 PM 12:55
NOT FILLED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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*****70.00 *****70.00

Examiner's Initials AE

7/2/01

ARTICLES OF SHARE EXCHANGE OF
NORTHSTAR COMMUNICATIONS GROUP, INC.

Pursuant to Section 607.1105, Fl. Stat., 2000, Northstar Communications Group, Inc., a Florida corporation, files this its Certificate of Share Exchange as follows:

1. **ARTICLE I.** The name of the corporation whose shares are being exchanged is Northstar Communications Group, Inc., a Florida corporation (the "Acquired Corporation"), and the name of the corporation acquiring the shares of the Exchanged Corporation is Computer Network Engineering, Inc., a Georgia corporation (the "Acquiring Corporation").

2. **ARTICLE II.** The aforesaid shares are being exchanged pursuant to an agreement of share exchange dated May 15, 2001, entered by and between the Acquiring Corporation and the Acquired Corporation ("the Agreement of Share Exchange"), which Agreement has been duly approved, adopted, certified, executed and acknowledged by the respective corporations. The Agreement of Share Exchange has been unanimously approved by the shareholders of the Acquired Corporation. Shareholder approval was not required by the shareholders of the Acquiring Corporation. The Agreement of Share Exchange has been approved by the directors of the Acquiring Corporation on May 15, 2001.

3. The Share Exchange is to be effective as of June 29, 2001. The basis for the exchange is the one million (1,000,000) authorized, issued, and outstanding shares of the capital stock of the Acquired Corporation shall be exchanged for one million one hundred seventy thousand (1,170,000) shares of the common capital stock of the Acquiring Corporation.

IN WITNESS WHEREOF, the parties have caused these articles of exchange to be signed by an authorized officer as of the 29th day of June, 2001.

NORTHSTAR COMMUNICATIONS GROUP, INC.,
a Florida corporation

By: Michael E. Nelson

Michael E. Nelson, President and Secretary

Attest: Rachel C. Manes

Name: Rachel E. Manes

COMPUTER NETWORK ENGINEERING, INC.,
a Georgia corporation

By: Gregory M. Nowling

Gregory M. Nowling, President

Attest: John F. Williams

John F. Williams, Secretary