

Division of Corporations

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P96000054768

Florida Department of State
Division of Corporations
Public Access System
Sandra B. Morham, Secretary of State

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To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : LEVINE & PARTNERS, P.A.
Account Number : 074677001117
Phone : (305) 372-1350
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MERGER OR SHARE EXCHANGE

INSTACOMM, INC.

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merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

THE TITLE-CASH CONNECTION, INC., a Florida corporation, P96000029142

U.S. #1 AUTO, INC., a Florida corporation, P97000072834

INTO

INSTACOMM, INC., a Florida corporation, P96000054768

File date: December 31, 1998

Corporate Specialist: Darlene Connell

Division of Corporations

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1998

INSTACOMM, INC.
2718 W. OAKLAND PARK BLVD.
FT. LAUDERDALE, FL 33311

SUBJECT: INSTACOMM, INC.
REF: P96000054768

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.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Please correct the date the Articles of Incorporation for INSTACOMM, INC. were filed with the Secretary of State. The correct date is 06/27/1996.

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.

Darlana Connell
Corporate Specialist

FAX Aud. #: H98000024336
Letter Number: 398A00061114

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

FA # H980000243363

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SECRETARY OF STATE
TALLAHASSEE, FLORIDACERTIFICATE AND ARTICLES OF MERGER OF

THE TITLE-CASH CONNECTION, INC.

and

U.S. #1 AUTO, INC.

into

INSTACOMM, INC.

Pursuant to Sections 607.1101 and 607.1105 of Florida's Business Corporation Act

I, the undersigned, being the President, Secretary and sole member of the Board of Directors of a) THE TITLE-CASH CONNECTION, INC., a Florida corporation [Document Number P96000029142]; and b) U.S. #1 AUTO, INC., a Florida corporation [Document Number P97000072834]; and c) INSTACOMM, INC., a Florida corporation [Document Number P96000054768] hereby certify as follows:

1) The Agreement and Plan of Merger of each constituent corporation was adopted by the Board of Directors and sole shareholder of each corporation whereby THE TITLE-CASH CONNECTION, INC. and U.S. #1 AUTO, INC. are merged into INSTACOMM, INC. which shall retain the name "INSTACOMM, INC." and shall be the surviving corporation.

2) The Articles of Incorporation of THE TITLE-CASH CONNECTION, INC. were filed with the Department of State on April 3, 1996; the Articles of Incorporation of U.S. #1 AUTO, INC. were filed with the Department of State on August 22, 1997 and the Articles of Incorporation of INSTACOMM, INC. were filed with the Department of State on June 27, 1996.

3) No amendment to the Articles of Incorporation of either corporation is necessary and the Officers and Directors of Instacomm, Inc., the surviving corporation, shall continue to serve in their respective capacities until their resignation or removal from office.

4) The merger of The Title-Cash Connection, Inc. and U.S. #1 Auto, Inc. into Instacomm, Inc., was unanimously authorized by the Board of Directors and sole shareholder of each constituent corporation on December 21, 1998. The effective date of the Merger is December 31, 1998 and the Plan of Merger has not been abandoned or amended in any manner.

IN WITNESS WHEREOF, this Certificate and Articles of Merger have been duly executed on behalf of each constituent corporation effective as of December 31, 1998.

Alan W. Levine, Esq.
1110 Brickell Ave., 7th floor
Miami, FL 33131
(305) 372-1350
Bar No. 0866822

The Title-Cash Connection, Inc.;
U.S. #1 Auto, Inc. and Instacomm, Inc.,
each Florida corporations

By: 
Larry C. Courtney, President, Sec. and Director

FA # H980000243363

H980000243363

AGREEMENT AND PLAN OF MERGER

THIS PLAN OF MERGER is made by and between THE TITLE-CASH CONNECTION, INC., a Florida corporation [Document Number P96000029142] (hereinafter referred to as "TCC"), U.S. #1 AUTO, INC., a Florida corporation [Document Number P97000072834], (hereinafter referred to as "US1") and INSTACOMM, INC., a Florida corporation [Document Number 96000054768] (hereinafter referred to as the "Instacomm").

WHEREAS, TCC, US1 and Instacomm, each by action of their respective Board of Directors and sole shareholder, have agreed that TCC and US1 shall merge into Instacomm pursuant to Florida Statutes, Section 607.1101 as provided herein.

NOW THEREFORE, it is agreed as follows:

1. TCC shall merge with and into Instacomm (the "Surviving Corporation") and each corporation is directed to file with the Florida Secretary of State Articles of Merger and, effective as of December 31, 1998, TCC shall cease its legal existence and its assets and liabilities shall be that of the Surviving Corporation as provided by Florida law.

2. US1 shall merge with and into Instacomm (the "Surviving Corporation") and each corporation is directed to file with the Florida Secretary of State Articles of Merger and, effective as of December 31, 1998, US1 shall cease its legal existence and its assets and liabilities shall be that of the Surviving Corporation as provided by Florida law.

3. US1 has no warrants or options outstanding. US1 has a single class of common shares of which 7,500 are authorized and 1,000 are outstanding in the name of Diane Courtney. TCC has no warrants or options outstanding. TCC has a single class of common shares of which 1,000,000 are authorized and 15,000 are outstanding in the name of Diane Courtney.

4. The sole shareholder of TCC, US1 and the Surviving Corporation is Diane Courtney and, accordingly, no additional shares of capital stock shall be issued in connection with this merger.

5. This Agreement and Plan of Merger is approved and adopted on December 21, 1998 by the Board of Directors and sole shareholder of TCC, US1 and Instacomm and the merger shall be effective as of December 31, 1998.

Approved:

Diane Courtney
Diane Courtney, Shareholder

The Title-Cash Connection, Inc.,
US#1 Auto, Inc. and Instacomm, Inc.,
each Florida corporations

By: Larry C. Courtney
Larry C. Courtney, as President and Sole
Director of each corporation

Alan W. Levine, Esq.
110 Brickell Avenue, 7th floor
Miami, FL 33131
(305) 372-1350
Bar No. 0866822

FA # H980000243363.