

P96000070873

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Corporation(s) Name

100003096241--8
-01/12/00--01096--001
*****17.50 *****17.50

State wide CATV

100003096241--8
-01/12/00--01096--002
*****8.75 *****8.75

Bun-Tabs, Inc.

*Merged &
Name
Change*

- Profit
- Nonprofit
- Foreign
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- Certified Copy
- Walk in
- Amendment
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ARTICLES OF MERGER
Merger Sheet

MERGING:

STATE WIDE CATV, INC., a New York corporation F94000003726

INTO

BURN-TECHS, INC. which changed its name to

STATE WIDE CATV, INC., a Florida entity, P96000070873

File date: January 12, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>BURN-TECHS, INC.</u>	<u>a Florida corporation</u>

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TALLAHASSEE, FLORIDA

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>STATE WIDE CATV, INC.</u>	<u>a New York corporation</u>
_____	_____
_____	_____
_____	_____
_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 1/11/2000.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

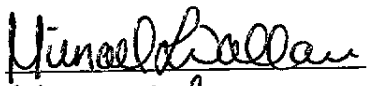

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 1/11/2000.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
BURN-TECHS, INC.		Michael Wallace, President
STATE WIDE CATV, INC.		Michael Wallace, President

PLAN OF MERGER
(Non Subsidiaries)

Exhibit A

PLAN OF MERGER

This Plan of Merger (this "Plan") has been adopted as of the ~~14th~~ day of ~~December, 1999~~^{January, 2000} by the Boards of Directors and sole Shareholder of each of State Wide CATV, Inc., a New York corporation ("State Wide") and Burn-Techs, Inc., a Florida corporation ("Burn-Techs").

RECITALS

The Boards of Directors of each of State Wide and Burn-Techs have determined that it is advisable and in the best interests of each corporation that State Wide be merged (the "Merger") with and into Burn-Techs on the terms and subject to the conditions set forth herein. The sole Shareholder of each of State Wide and Burn-Techs has approved the Merger in accordance with the Florida Business Corporation Act and the New York Business Corporation Law.

ARTICLE I

The Merger

At the Effective Time (as defined in Article VI hereof), State Wide shall be merged with and into Burn-Techs in accordance with the Florida Business Corporation Act and the New York Business Corporation Law, and the separate existence of State Wide shall cease and Burn-Techs shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

Shares Voted

The following are the designation and number of shares voted for the Merger for each of the corporations:

Corporation	Designation of Shares	Number of Shares Outstanding	Number of Shares Voted
State-Wide CATV, Inc.	Common	10	10
Burn-Techs, Inc.	Common	100	100

ARTICLE III

The Surviving Corporation

a. At the Effective Time, the Articles of Incorporation of Burn-Techs as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation; provided, however, that the First Article of the Articles of Incorporation of the Surviving Corporation, shall be amended to read as follows:

“FIRST: The name of the corporation shall be State Wide CATV, Inc.”

b. At the Effective Time, the Bylaws of Burn-Techs, as in effect immediately prior to the Effective time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

c. At the Effective Time, the officers and directors of Burn-Techs, Inc. shall be the officers and directors of the Surviving Corporation until their successors are elected and qualified.

ARTICLE IV

Manner and Basis of Converting Shares

At the Effective Time, each share of common stock, with \$1.00 par value, of State Wide, which shall be issued and outstanding, shall by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive one share of the common stock, no par value, of the Surviving Corporation upon surrender of any certificate therefor.

ARTICLE V

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of State Wide shall vest in the Surviving Corporation, and all liabilities and obligations of State Wide shall become liabilities and obligations of the Surviving Corporation.

ARTICLE VI

Effective Time

As used in this Agreement, the term “Effective Time” shall mean both the time of filing of the Articles of Incorporation with the Secretary of State of Florida and the time of the filing of the Certificate of Merger with the Secretary of State of New York, which filings shall be effectuated by the officers of State Wide and Burn-Techs in coordination with one another, as such officers deem to be necessary or appropriate.

ARTICLE VII

Amendment, Modification, and Termination

The Board of Directors of either State Wide or Burn-Techs may amend, terminate and/or abandon the Merger at any time prior to the Effective Time.