

# P96000080143

Florida Department of State  
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## MERGER OR SHARE EXCHANGE

VISION LAB TELECOMMUNICATIONS, INC.

Certificate of Status	0
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MERGER  
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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

VISION LAB, INC., a Florida corporation, document number P96000080420

INTO

**VISION LAB TELECOMMUNICATIONS, INC.,** a Florida corporation,  
P96000080143.

File date: June 29, 1999

Corporate Specialist: Karen Gibson

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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations do hereby make and execute these Articles of Merger for the purpose of merging Vision Lab, Inc. into Vision Lab Telecommunications, Inc. (the "Merger"):

1. The name of each corporation to be merged is Vision Lab Telecommunications, Inc., a Florida corporation ("Vision Lab Tel"), and Vision Lab, Inc., a Florida corporation ("Vision Lab"). The name of the surviving corporation is Vision Lab Tel.

2. At the time the Merger is effective (the "Effective Time"), each issued and outstanding share of the common stock of Vision Lab, par value \$1.00 per share ("Vision Lab Common Stock"), shall be converted by reason of the Merger, without any action on the part of the holders thereof, into and become one share of the common stock of Vision Lab Tel, par value \$1.00 per share ("Vision Lab Tel Common Stock"). The shares of Vision Lab Common Stock so converted shall cease to exist as such and shall exist only as shares of Vision Lab Tel Common Stock, and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto, except the right to receive the consideration therefor upon the surrender of such certificate in accordance with this Paragraph.

3. At the Effective Time, (i) each issued and outstanding share of Vision Lab Tel Common Stock held by Vision Lab shall be immediately returned to Vision Lab Tel, canceled and deemed no longer issued and outstanding, and (ii) each issued and outstanding share of Vision Lab Tel Common Stock, other than the Vision Lab Tel Common Stock held by Vision Lab, shall continue to be issued and outstanding as one share of validly issued, fully paid and non-assessable share of common stock of Vision Lab Tel Common Stock. Except for stock certificates evidencing ownership by Vision Lab of Vision Lab Tel Common Stock, all stock certificates of Vision Lab Tel evidencing ownership of shares of Vision Lab Tel Common Stock prior to the Effective Time shall continue to evidence ownership of the shares of Vision Lab Tel Common Stock after the Effective Time.

**Prepared by:**  
Jose Gordo, Esq.  
Morgan, Lewis & Bockius LLP  
200 S. Biscayne Blvd., Suite 5300  
Miami, Florida 33131  
(305) 579-0300  
Florida Bar #0141781

4. The Articles of Incorporation of Vision Lab Tel immediately prior to the Effective Time shall be the Articles of Incorporation of Vision

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Lab Tel from and after the Effective Time. The Bylaws of Vision Lab Tel as in effect immediately prior to the Effective Time shall be the Bylaws of Vision Lab Tel from and after the Effective Time.

(b) The Effective Time of the Merger shall be June 29, 1999.

(c) The Plan of Merger was duly adopted by the shareholders of Vision Lab on June 25, 1999. The Plan of Merger was duly adopted by the shareholders of Vision Lab Tel on June 25, 1999.

[Execution Page Following]

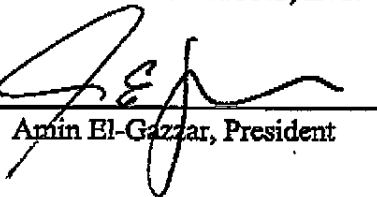
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Dated: June \_\_\_\_, 1999

VISION LAB  
TELECOMMUNICATIONS, INC.

By:

  
Amin El-Gazzar, President

VISION LAB, INC.

By:

  
Amin El-Gazzar, President

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