

P96000097910

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900009947249

merged

01/30/03--01028--015 **70.00

RECEIVED

03 JAN 30 AM 11:37

STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
0003 JAN 30 PM 4:45

*00789, 00507, 00209, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

FIBERTEL INC., a Florida corporation S87031

INTO

CELLIT, INC., a Florida entity, P96000097910.

File date: January 31, 2003

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 30, 2003

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: FIBERTEL INC.
Ref. Number: S87031

RECEIVED
03 JAN 31 PM 12:50
DIVISION OF CORPORATION

FILED
03 JAN 31 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for FIBERTEL INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The total amount due to reinstate is \$900.00. ✓

If you have any questions concerning the filing of your document, please call (850) 245-6907.

To: Annette Ramsey
Document Specialist

Letter Number: 003A00006474

From: Melanie
1-31-03 A.M.

File 1st

File 2nd
major attached
second
please submit
50 mins
1-31-03

CT CORPORATION

January 30, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5777405 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Cellit, Inc. (FL)
Merger (Discontinuing Company)
Florida

File today Please! Thank you M.S.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Melanie S Strickland
Fulfillment Specialist
Melanie_Strickland@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER

of

CELLIT, INC.

(a Florida corporation)

and

FIBERTEL, INC.

(a Florida corporation)

FILED
03 JAN 31 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), CellIt, Inc., a Florida corporation, and Fibertel, Inc., a Florida corporation, hereby execute and adopt the following Articles of Merger as of January 30, 2003 and certify as follows:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are CellIt, Inc. and Fibertel, Inc. CellIt, Inc. is the surviving corporation in the Merger (the "Surviving Corporation").
2. A copy of the Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference as if fully set forth herein.
3. The Plan of Merger was approved and adopted by the Board of Directors of CellIt, Inc. and Fibertel, Inc. on January 30, 2003 and shareholder approval was not required.
4. The Merger shall become effective upon the filing of both these Articles of Merger, including the Plan of Merger, with the Department of State of the State of Florida.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed this 30th day of January, 2003.

CELLIT, INC.
a Florida corporation

By: Michael J. Lynn
Name: Michael J. Provenzano
Title: VP Finance & CFO

FIBERTEL, INC.
a Florida corporation

By: Michael J. Lynn
Name: Michael J. Provenzano
Title: VP Finance & CFO

Exhibit A

Plan of Merger

PLAN OF MERGER
(Merger of Subsidiary Corporation)

The following plan of merger dated as of January 30, 2003, was adopted and approved by the Board of Directors of CellIt, Inc., a Florida corporation, and is submitted in compliance with Section 607.1104 of the Florida Business Corporation Act.

First: The exact name and jurisdiction of the parent corporation owning 100 percent of the outstanding shares of each class of the subsidiary corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
CellIt, Inc.	Florida

Second: The exact name and jurisdiction of the subsidiary corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Fibertel, Inc.	Florida

Third:

A. The manner and basis of converting the shares of subsidiary corporation into shares, obligations, or other securities of parent corporation or, in whole or in part, into cash or other property is as follows:

Each share of subsidiary corporation shall be cancelled and all liabilities and obligations of subsidiary corporation shall be assumed by parent corporation.

B. The manner and basis of converting rights to acquire interests, share, obligations or other securities of subsidiary corporation into rights to acquire interests, shares, obligations, and other securities of parent corporation or, in whole or in part, into cash or other property is as follows:

Each right to acquire interests, shares, obligations or other securities of subsidiary corporation shall be cancelled and all liabilities and obligations of subsidiary corporation shall be assumed by parent corporation.

Fourth:

Shareholders of Fibertel, Inc., who, except for the applicability of Section 607.1104, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320, may be entitled, if they comply with the provisions of this act regarding the rights of dissenting shareholders, to be paid their fair value of their shares.