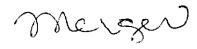
P96000097910

(Requestor's Name)
(Address)
(Address)
(riddress)
(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



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

3 JAN 30 AM II: 37

£00789,

005000 + 00675 ST = 111 1010 00000

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

PLE OCTAVED

OS JAN 31 PM 12: 50

NISION OF CONFORMION

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):

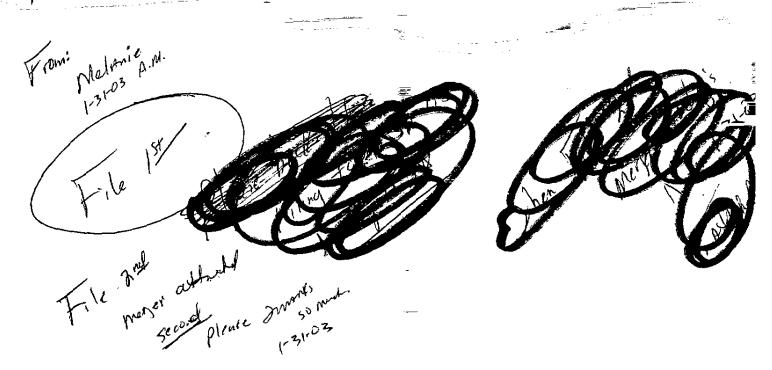
In order to file your document, the subject entity must first be reinstated.

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.

Annette Ramsey Document Specialist

Letter Number: 003A00006474



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

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) File to day Please! shrake you M.S.

Florida

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

FILED 03 .IAN 31 PM 4: 45

ARTICLES OF MERGER

SECRETARY OF STATE TALLAHASSEE, FLORIDA

of

CELLIT, INC.

(a Florida corporation)

and

FIBERTEL, INC.

(a Florida corporation)

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").
- 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.
- 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.
- 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

Name: Micristel

Title: If historice I co

FIBERTEL, INC. a Florida corporation

,

Name: <u>////</u>

Title:__

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.

<u>First</u>: 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:

Name CellIt, Inc.	Jurisdiction Florida	-13 ·
Second: The exact name and jurisdie	ction of the subsidiary corporation is	as follows:
Name Fibertel, Inc.	Jurisdiction 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.