

P97000014725

Yanowitch Law Center
Requestor's Name

800 Brickell Ave., Ste. 550
Address

Miami, FL 33131
City/State/Zip Phone #

400002653064--8
-10/01/98--01031--011
*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 NOV 23 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mergers.

11-25-98

LPS

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

BELL HOLDINGS INT'L CORPORATION, a Florida corporation (Document
#P96000086719)

INTO

GLOBAL INTERCONNECT COMMUNICATIONS CORP., a Florida corporation,
P97000014725.

File date: November 23, 1998

Corporate Specialist: Louise Flemming-Jackson



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 10, 1998

PATRICIA HENRYS
YANOWITCH LAW CENTER
800 BRICKELL AVE., STE. 550
MIAMI, FL 33131

SUBJECT: GLOBAL INTERCONNECT COMMUNICATIONS CORP.
Ref. Number: P97000014725

We have received your document for GLOBAL INTERCONNECT COMMUNICATIONS CORP. 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The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1998 corporate annual report form in a timely manner. To reinstate the corporation you must submit the attached reinstatement application or annual report form and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600 reinstatement fee, \$61.25 filing fee for the current year, and \$88.75 corporate supplemental fee for the current year.

Therefore, the total amount due to reinstate the corporation is \$750.00. Add an additional \$8.75 for each certificate of status requested.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 398A00054427



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 7, 1998

YANOWITCH LAW CENTER
800 BRICKELL AVE., STE. 550
MIAMI, FL 33131

SUBJECT: GLOBAL INTERCONNECT COMMUNICATIONS CORP.
Ref. Number: P97000014725

4

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

The names of both corporations involved in the merger are incorrect on your document. Please see attached print outs for the correct names and correct your document accordingly where ever the names may appear in the documents.

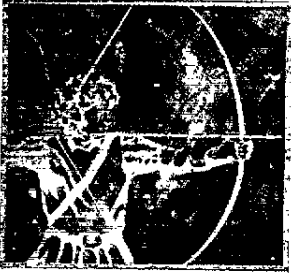
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 698A00049881

Rec'd 11/9
Div. of Corp.



YANOWITCH LAW CENTER

November 4, 1998

Via U.S. Mail

Ms. Velma Shepard
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

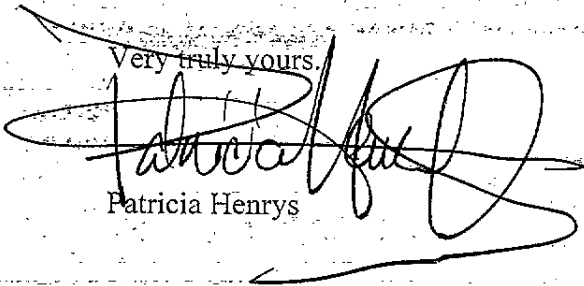
Re: Global Interconnect Communications Corp.
Ref. Number: P97000014725

Dear Ms. Shepard:

Please find enclosed revised merger documents in connection with the above-referenced for filing by your agency. Should you have any questions and/or need additional information, please do not hesitate to contact the undersigned.

Thank you for your attention to this matter.

Very truly yours,


Patricia Henrys

Enclosures

PETER J. YANOWITCH, ESQ.
(ALSO ADMITTED IN NEW YORK
AND WASHINGTON, D.C.)

800 BRICKELL AVENUE, SUITE 550
MIAMI, FLORIDA USA 33131
TELEPHONE: 305-374-6300
TELEFAX: 305-374-7444
INTERNET: YANOLAW@AOL.COM

YANOWITCH LAW CENTER

November 16, 1998

Ms. Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Global Interconnect Communications Corp. ("GICC")
Ref. No.: P970000014725

Dear Ms. Shepard:

In response to your letter dated November 10, 1998 with respect to the above referenced matter, I enclose GICC's check dated November 13, 1998 to the Florida Department of State in the amount of \$758.75 to cover the reinstatement of the corporation and a certificate of status. I also enclose the merger documents previously forwarded to your office.

If you have any questions on the foregoing please do not hesitate to contact me.

Very truly yours,

Peter J. Yanowitch, Esq.

cc: Mr. Leandro Klein

ARTICLES AND PLAN OF MERGER

FOR

MERGER OF

BELL HOLDINGS INT'L CORPORATION
(a Florida corporation)

INTO

GLOBAL INTERCONNECT COMMUNICATIONS CORP.
(a Florida corporation)

FILED

98 NOV 23 PM 3: 27

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned corporations, in accordance with Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, hereby adopt and execute the following Articles and Plan of Merger:

ARTICLE ONE

The names of the corporations proposing to merge are (i) Bell Holdings Int'l Corporation, a corporation organized and existing under the laws of the State of Florida, and (ii) Global Interconnect Communications Corp., a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "GICC"), both of which corporations agree to effect such merger (the "Merger"), with GICC as the surviving corporation (the "Surviving Corporation").

ARTICLE TWO

Bell Holdings was incorporated on October 21, 1996 under the laws of the State of Florida. The principal place of business of Bell Holdings is: 2900 Bridgeport Ave., Suite 200, Miami, Florida 33133.

ARTICLE THREE

GICC was incorporated on Feb. 14, 1997 under the laws of the State of Florida. The principal place of business of GICC is: 1001 Brickell Bay Drive, Suite 1510, Miami, Florida 33131.

ARTICLE FOUR

Upon effectiveness of the Merger, the Certificate of Incorporation of GICC, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation on and after the Effective Time until it is amended or repealed in accordance with the Florida Business Corporation Act and the Certificate of Incorporation of the Surviving

Corporation. GICC reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provision contained in its Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

ARTICLE FIVE

The total number of shares of stock which GICC has authority to issue is five hundred (500) shares of Voting Common Stock, par value One Dollar (\$1.00) per share.

The total number of shares of stock which GICC has authority to issue is five hundred (500) shares of Common Stock, par value One Dollar (\$1.00) per share.

ARTICLE SIX

The number of outstanding shares of capital stock of Bell Holdings is one hundred fifty (150) shares of Voting Common Stock. GICC has five hundred (500) shares of Voting Common Stock issued and outstanding.

ARTICLE SEVEN

The manner and basis of converting or exchanging the shares of Bell Holdings into shares of GICC shall be as provided in the Agreement and Plan of Merger attached hereto as Exhibit "A", which is incorporated herein by reference.

ARTICLE EIGHT

Bell Holdings does not own real property in the State of Florida.

ARTICLE NINE

The terms and conditions of the transaction set forth in these Articles and Plan of Merger were advised, authorized and approved by each corporation which a party to these Articles and Plan of Merger in the manner and by the vote required by its charter and the laws of the State of Florida.

The Merger was (a) duly approved by the Board of Directors of Bell Holdings by Written Consent of the Board of Directors, dated May 1, 1998, declaring that the Merger herein proposed was advisable substantially upon the terms and conditions set forth in these Articles and Plan of Merger and (b) duly approved by all of the Stockholders of Bell Holdings by Written Consent dated May 1, 1998.

The Merger was (a) duly advised by the Board of Directors of GICC by Written Consent

of the Board of Directors, dated May 1, 1998, declaring that the Merger herein proposed was advisable substantially upon the terms and conditions set forth in these Articles and Plan of Merger, and directing that the proposed Articles and Plan of Merger be submitted for action thereon at a special meeting of the Stockholders of Bell Holdings and (b) duly approved by all of the Stockholders of GICC by Written Consent, dated May 1, 1998.

ARTICLE TEN

Such other terms and conditions as provided in the Agreement and Plan of Merger attached hereto as Exhibit "A".

IN WITNESS WHEREOF, each of the corporations which are parties to the Merger, has caused these Articles and Plan of Merger to be executed in its corporate name and on its behalf by the officer specified below for Global Interconnect Communications Corp., Inc., a Florida corporation, and by the officers of Bell Holdings Int'l Corporation, a Florida corporation, and its corporate seal to be hereunto affixed and attested, as of the 28th day of September, 1998.

GLOBAL INTERCONNECT COMMUNICATIONS CORP.

a Florida Corporation

ATTEST;

Leandro Klein
Director

By: Leandro Klein
LEANDRO KLEIN, President

BELL HOLDINGS INT'L CORPORATION

a Florida corporation

Leandro Klein
LEANDRO KLEIN, Director

By: Leandro Klein
LEANDRO KLEIN, President

CERTIFICATE

THE UNDERSIGNED officers of BELL HOLDINGS INT'L CORPORATION, a Florida corporation, and GLOBAL INTERCONNECT COMMUNICATIONS CORP. INC., a Florida corporation, who executed on behalf of each corporation the foregoing Articles and Plan of Merger, of which this Certificate is made a part, each hereby acknowledges, in the name of and on behalf of each corporation, the foregoing Articles and Plan of Merger to be the corporate act of each corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under penalties of perjury.

WITNESS MY HAND, effective as of Sept. 28th, 1998

**GLOBAL INTERCONNECT COMMUNICATIONS
CORP.**
a Florida corporation

By: Leandro Klein
LEANDRO KLEIN, President

BELL HOLDINGS INT'L CORPORATION
a Florida corporation

By: Leandro Klein
LEANDRO KLEIN, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into this 28th day of September, 1998 providing for the merger of **BELL HOLDINGS INT'L CORPORATION** ("**BELL HOLDINGS**"), a Florida corporation into **GLOBAL INTERCONNECT COMMUNICATIONS CORP.**, a Florida corporation ("**GICC**"). Bell Holdings and GICC are sometimes referred to in this Agreement and Plan of Merger as the "Constituent Corporations."

PRELIMINARY STATEMENTS

GICC owns all the issued and outstanding shares of capital stock of Bell Holdings.

The Board of Directors and shareholders of Bell Holdings desire that Bell Holdings be merged with and into GICC pursuant to the terms of this Agreement and Plan of Merger, with GICC as the Surviving Corporation (the "Surviving Corporation").

THE MERGER

1. DESCRIPTION OF THE MERGER.

As of the "Effective Time" (as hereinafter defined), Bell Holdings shall merge with and into the GICC (the "Merger") and GICC shall continue as the Surviving Corporation, subject to the Florida Business Corporation Act (the Florida Business Corporation Act). The Merger shall be pursuant to and shall have the effect under Sections 607.1101 and 607.1105 of the Florida Business Corporation Act.

2. CERTIFICATE OF INCORPORATION.

Upon effectiveness of the Merger, the Certificate of Incorporation of GICC, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation on and after the Effective Time until it is amended or repealed in accordance with the Florida Business Corporation Act and the Certificate of Incorporation of the Surviving Corporation. GICC reserves the right and power, after the effectiveness of the Merger now or thereafter prescribed by statute, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

3. BY-LAWS.

The By-laws of the GICC as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation on and after the Effective Time until they are amended or repealed in accordance with the Florida Business Corporation Act, the Certificate of

Incorporation and By-laws of the Surviving Corporation.

4. DIRECTORS AND OFFICERS.

The persons who are directors and officers of GICC immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation in their same positions and shall hold office in accordance with the Florida Business Corporation Act, the Certificate of Incorporation and By-laws of the Surviving Corporation.

5. CONVERSION.

As of the Effective Time, pursuant to this Agreement and Plan of Merger and without any action on the part of the holder thereof:

- (i) each issued and outstanding share of Common Stock of Bell Holdings shall be canceled and retired.

For the purpose of receiving a stock certificate or certificates evidencing such shares of Common Stock of GICC, each such stockholder of Bell Holdings shall surrender to GICC the stock certificate or certificates evidencing the shares of Voting Common Stock and Non-Voting Common Stock of Bell Holdings owned of record by such stockholder immediately prior to the Merger contemplated herein, and shall receive, upon request or as soon thereafter as is practical, on the basis of such surrender, a certificate or certificates for shares of Common Stock of GICC based on the foregoing ratio.

6. ABANDONMENT.

At any time prior to the appropriate filing of the Articles and Plan of Merger with the Department of State of the State of Florida, this plan of Merger and the Merger specified herein may be terminated by the majority vote of the entire Board of Directors of GICC.

7. ACTIONS TO EFFECT MERGER.

If this Agreement and Plan of Merger is not terminated or abandoned, then the following actions shall be taken to effect the Merger:

- (i) a Certificate of Merger shall be executed, acknowledged and filed in accordance with the Florida Business Corporate Act with the Secretary of State of the State of Florida;

(ii) the Articles and Plan of Merger shall be executed, acknowledged and filed in accordance with the Florida Business Corporation Act with the Secretary of State of the State of Florida; and

(iii) the Constituent Corporations shall do all other acts and things as shall be necessary or desirable to effect the Merger.

8. **EFFECTIVE TIME.**

The Merger shall become effective on September 28th, 1998^{16a}, at 12:00 P.M., Eastern Standard Time (the "Effective Time").

9. **EXPENSES.**

The Surviving Corporation shall pay all expenses incurred in connection with this Agreement and Plan of Merger.

10. **REPRESENTATIONS AND WARRANTIES OF CONTROLLING SHAREHOLDER OF MNL.**

Leandro Klein as the controlling shareholder of bell Holdings makes the following representations of the warranties:

1. The corporation is duly organized and validly existing and in good standing under the laws of the State of Florida;

2. Bell Holdings has the corporate power and authority to execute and deliver this Agreement, and to perform its respective obligations hereunder and to consummate the transactions contemplated hereby. Bell Holdings has taken all of the requisite actions to execute and deliver this Agreement and to consummate the transactions contemplated hereby;

3. This agreement has been duly executed and delivered and constitutes a valid, legal and binding obligation of Bell Holdings;

4. Upon consummation of the merger transaction and the delivery of all Bell Holdings share certificates, such shares will be duly authorized and validly existing, fully paid and non-assessable shares of Bell Holdings stock free and clear of all liens and encumbrances;

5. No broker is due a finder's fee under this transaction;
6. The authorized shares of common stock of Bell Holdings is Leandro Klein, and is owned by Klonda Newell and no other person;
7. No preferred or other classes of stock was issued;
8. The transfer of the stock will not violated an provision of the articles of incorporation of Bell Holdings, or violate any law, statue, ordinance, rule, regulation, decree or writ, injunction or judgment or arbitration award, conflict with any agreement or constitute default under any agreement, and will not modify, abandon, or accelerate any material contract of Bell Holdings, result in the creation of any lien or encumbrance, or require any further consent or approval by any party;
9. Bell Holdings has truly disclosed to GICC the financial status of Bell Holdings as of the date of the execution of this Agreement, including any and all liabilities and/ or contingent liabilities of Bell Holdings;
10. Bell Holdings does not have any subsidiaries or affiliates;
11. All material contracts of Bell Holdings has been disclosed and provided to GICC;
12. Bell Holdings has no lease or loan obligations;
13. All liabilities of Bell Holdings were incurred in the ordinary course of business;
14. Bell Holdings has no environmental liabilities of any nature whatsoever;
15. Bell Holdings and its shareholders have complied with all material requirements of law, statues, regulations, ordinances, permits or other legal requirements;
16. Bell Holdings has provided all of its corporate business and finance all records to GICC;
17. All debts, obligations, and liabilities of any nature whatsoever of Bell Holdings have been satisfied and paid in the ordinary course, and no further such debts, obligations and liabilities exist or will be incurred by Bell Holdings in the future;
18. Leandro Klein will indemnify and hold GICC harmless from any

and all liabilities of Bell Holdings of any nature whatsoever;

19. Bell Holdings has no employees or liabilities relating to the employment of employees;

20. Bell Holdings has been current in filing any tax returns and is current in paying all taxes through the date of the execution of this agreement;

21. Bell Holdings has good title to all of its assets and has fully disclosed the existence and whereabouts of its assets.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger by their respective duly authorized officers as of the date first written above.

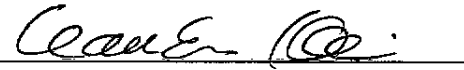
**GLOBAL INTERCONNECT
COMMUNICATIONS CORP.,**
a Florida corporation

By: 
President

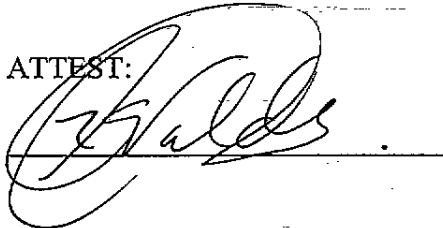
ATTEST:



BELL HOLDINGS INTERNATIONAL CORPORATION
a Florida corporation

By: 
as President and individually

ATTEST:



jrsworkdisk6\kdelapl.mcr