

P97000040057

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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 checked="" 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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

CAIN CORP., a Florida corporation, P94000063746

INTO

CONNECT TELECOM, INC., a Florida corporation, P97000040057

File date: April 28, 1997, effective April 30, 1997

Corporate Specialist: Steven Harris

EFFECTIVE DATE

4-30-97

ARTICLES OF MERGER

The undersigned corporations have adopted an Agreement of Merger and hereby adopt these Articles of Merger. The name of the Surviving Corporation is CONNECT TELECOM, INC., a Florida Corporation.

AGREEMENT

The plan of merger is attached as Exhibit "A".

EFFECTIVE DATE: The merger of the undersigned corporations will become effective April 30, 1997, at 11:59 P.M.

ADOPTION OF AGREEMENT: The Stockholders and Directors of CAIN CORP., a Florida Corporation, and CONNECT TELECOM, INC., a Florida corporation, adopted the Plan of Merger on April 25, 1997.

Dated this 25 day of April, 1997.

CAIN CORP., a Florida Corporation

By: James B. Cain
James B. Cain, President

CONNECT TELECOM, INC., a Florida Corporation

By: Suzanne B. Cain
Suzanne B. Cain, President

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this 25th day of April, 1997, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared JAMES B. CAIN, as President of CAIN CORP., a Florida Corporation, named in the foregoing instrument, and he acknowledged executing the foregoing for the uses and purposes therein expressed freely and voluntarily under authority duly vested in him by the said corporation, and that the seal affixed thereto is the true corporate seal of said corporation. He is personally known to me or has produced FL.D.C. as identification and ~~did~~ (did not) take an oath.

Marlla J West
Notary Public
Print Name: _____
Commission Number: _____



MARLLA J WEST
My Commission CC438923
Expires Feb. 14, 1999

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this 25th day of April, 1997, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared SUZANNE B. CAIN, as President of CONNECT TELECOM, INC., a Florida Corporation, named in the foregoing instrument, and she acknowledged executing the foregoing for the uses and purposes therein expressed freely and voluntarily under authority duly vested in her by the said corporation, and that the seal affixed thereto is the true corporate seal of said corporation. She is personally known to me or has produced FL.D.C. as identification and ~~did~~ (did not) take an oath.

Marlla J West
Notary Public
Print Name: _____
Commission Number: _____



MARLLA J WEST
My Commission CC438923
Expires Feb. 14, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

THIS AGREEMENT made and entered into this 25 day of April, 1997, by and between CAIN CORP., a Florida Corporation, the "Merging Corporation", and CONNECT TELECOM, INC., a Florida Corporation, the "Surviving Corporation".

WHEREAS, the respective Stockholders and Boards of Directors of the Merging Corporation and Surviving Corporation deem it advisable that the Merging Corporation be merged into the Surviving Corporation in the manner provided therefore pursuant to Chapter 607, The Florida Business Corporation Act, Florida Statutes.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties hereto agree to merge upon the terms and conditions below stated.

Agreement to Merge

1. The parties hereby agree that the Merging Corporation shall be merged into the Surviving Corporation.

Name of Merged Corporation

2. The name of the Surviving Corporation shall be CONNECT TELECOM, INC.

Place of Office of Surviving Corporation

3. The place in Florida where the principal office of the Surviving Corporation is to be located at 421 Arrowhead Trail, Vero Beach, Indian River County, Florida.

Purpose of Surviving Corporation

4. The purpose of the Surviving Corporation is to engage in any lawful act or activity for which corporations may be formed under Chapter 607, Florida Statutes.

Authorized Shares of Surviving Corporation

5. The present number of shares which the Merging Corporation has authorized, issued and outstanding are as follows:

CAIN CORP., a Florida Corporation	7,500 shares of \$1.00 par value common stock of which 1,000 shares are issued and outstanding as follows:
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1,000 shares - Suzanne B. Cain

The present number of shares which the Surviving Corporation has authorized, issued and outstanding are as follows:

CONNECT TELECOM, INC. a Florida Corporation	10,000 shares of common stock of which 1,000 shares issued and outstanding as follows:
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1,000 shares - Suzanne B. Cain

The total number of shares of capital stock which is authorized and which may be issued by the Surviving Corporation from and after the effective date of this merger is 10,000 shares of common stock of which there will be 1,000 shares issued and outstanding at the conclusion of the merger and will be owned by:

1,000 shares - Suzanne B. Cain

First Directors

6. The present Directors of the Surviving Corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

Name and Address of Resident Agent of Corporation

7. William W. Caldwell, 756 Beachland Boulevard, Vero Beach, Indian River County, Florida 32963, being the County in which the principal office of said CONNECT TELECOM, INC., is to be located, shall be and is hereby, appointed as the person on whom process, tax notices, and demands against said CONNECT TELECOM, INC., may be served.

Mode of Effective Merger

8. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the merging corporation into shares of the Surviving Corporation, shall be as follows:

On or before the effective date, Suzanne B. Cain shall deliver ownership of all of the shares of stock of the Merging Corporation that she owns to the Surviving Corporation, which certificates will be cancelled on the effective date of the merger with the Stockholders of the Surviving Corporation then owning 100% of the outstanding stock of that Corporation.

CAIN CORP., a Florida Corporation

By: *James B. Cain*
James B. Cain, President

CONNECT TELECOM, INC., a Florida Corporation

By: *Suzanne B. Cain*
Suzanne B. Cain, President

The undersigned, as the owners and holders of all of the issued and outstanding stock of the respective corporations, hereby approve and consent to the Plan of Merger and waive notice of any further action with regard to the merger.

Dated this 25 day of April, 1997.

Suzanne B. Cain
Suzanne B. Cain