

P97000041529

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

COMMONWEALTH NETWORK CORPORATION, a Delaware corporation,  
F97000004665

INTO

HARBOR TOWN HOLDING GROUP II, INC. which changed its name to  
**COMMONWEALTH NETWORK CORPORATION**, a Florida corporation,  
P97000041529

File date: September 29, 1997

Corporate Specialist: Joy Moon-French

# P97000041529

**CORPORATE  
ACCESS,  
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

**WALK IN**

**PICK UP**

9/29 11:50

CERTIFIED COPY

X CUS GS

X PHOTO COPY

X FILING Merger

1.) Commonwealth Network Corporation  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

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SEP 29 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/29

Jon Merger  
CUS.

RECEIVED  
SEP 29 AM 9:58

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CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

ARTICLES OF MERGER  
OF  
COMMONWEALTH NETWORK CORPORATION, a Delaware Corporation,  
into  
HARBOR TOWN HOLDING GROUP II, INC., a Florida Corporation,

FILED  
97 SEP 29 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF MERGER between COMMONWEALTH NETWORK CORPORATION, a Delaware corporation ("Commonwealth") and HARBOR TOWN HOLDING GROUP II, INC., a Florida corporation ("Harbor").


Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") Commonwealth and Harbor adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated 9/26/97 ("Plan of Merger"), between Commonwealth and Harbor was approved and adopted by the shareholders of Commonwealth on 9/26, 1997 and was adopted by the shareholders of Harbor on September 26, 1997.
2. Pursuant to the Plan of Merger, all issued and outstanding shares of Commonwealth's stock will be acquired by means of a merger of Commonwealth into Harbor with Harbor the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit "A" and incorporated by reference as if fully set forth.
4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this 26 day of September, 1997.

ATTEST:

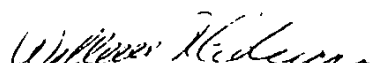
COMMON WEALTH NETWORK CORPORATION,  
a Delaware corporation

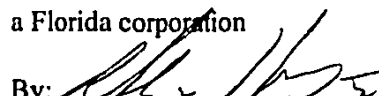
  
(Corporate Seal)

By:   
Byron G. Ellison, Chairman

ATTEST:

HARBOR TOWN HOLDING GROUP II, INC.,  
a Florida corporation

  
(Corporate Seal)

By:   
Ronald W. Hayes, Jr., President

## PLAN OF MERGER

Merger between Harbor Town Holding Group II, Inc., a Florida corporation (the "Surviving Corp.") and Commonwealth Network Corporation, a Delaware corporation (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with the provisions of the Florida Business Corporation Act (the "FBCA") and the Delaware General Corporation Law (the "DGCL").

1. Articles of Incorporation. Except as set forth below, the Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law:

(i) Article I of the original articles of incorporation, as amended, shall be deleted and replaced with the following:

### ARTICLE I. CORPORATE NAME.

The name of this corporation is Commonwealth Network Corporation.

(ii) Article II of the original articles of incorporation, as amended, shall be deleted and replaced with the following:

### ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 2960 N.W. 60th Street, Fort Lauderdale, Florida 33309.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 18,523,881 shares of the Surviving Corp.'s common stock, no par value in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares. NOT APPLICABLE.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp.

shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, in accordance with the provisions of the FBCA and the DGCL.

6. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. Filing with the Secretary of State of the States of Florida and Delaware and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective President to execute Articles or Certificates of Merger in the form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles or Certificate of Merger as if fully set forth in such Articles or Certificate and shall become an exhibit to such Articles or Certificate of Merger. Thereafter, such Articles or Certificate of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State and the Delaware Secretary of State, as applicable. In accordance with the FBCA and the DGCL the Articles or Certificate of Merger shall specify the "Effective Date," which shall be the filing date of the Articles with the Florida Secretary of State.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with the FBCA and the DGCL.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

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**WALK IN**

**PICK UP**

CERTIFIED COPY

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FILING

1.) Commonwealth Network Corporation  
(CORPORATE NAME & DOCUMENT #)

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97 SEP 29 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/29

JOE RA  
Change

**SPECIAL INSTRUCTIONS**

F. [§15.16] Change Of Registered Agent/Office

FILED

97 SEP 29 PM 3:19

Florida Department of State, Sandra B. Monham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT  
OR BOTH FOR CORPORATIONS

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of \_\_\_\_\_ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Commonwealth Network Corporation  
(f/k/a) Harbor Town Holding Group II, Inc.

1b. The mailing address of the corporation is : 2960 N.W. 60th Street, Fort Lauderdale  
Florida 33309

1c. Date of incorporation: 5/6/97 Document number: P97000041529

2. The name and address of the current registered agent and office:  
Ronald W. Hayes, Jr.

324 Datura Street, Suite 303  
West Palm Beach, FL 33401

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)  
Pyron G. Ellison

2960 N.W. 60th Street,  
Fort Lauderdale, Florida 33309

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

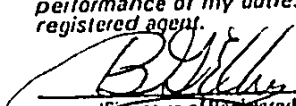
  
(Signature of an officer, chairman or vice chairman of the board)

9/22/97  
(Date)

Ronald W. Hayes, Jr., President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
(Signature of Registered Agent)

26 SEPT 1997  
(Date)

If signing on behalf of an entity:

\_\_\_\_\_  
(Typed or Printed Name)

\_\_\_\_\_  
(Capacity)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR1204511/94

FILING FEE: \$35.00