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**MERGER OR SHARE EXCHANGE**

**ADS TELECOM, INC.**

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EFFECTIVE DATE

1-1-04

ARTICLES OF MERGER

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OF

ADS TELECOM SOUTH FLORIDA, LLC  
(L01000019376)

WITH AND INTO

ADS TELECOM, INC.  
(P97000047623)

Pursuant to the provisions of Sections 607.1109 and 608.438, Florida Statutes, the parties hereto hereby adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. ADS TELECOM SOUTH FLORIDA, LLC, a Florida limited liability company (the "Merging Company"), shall be merged with and into ADS TELECOM, INC., a Florida corporation (the "Surviving Corporation"), which shall be the surviving corporation in the merger.

2. The merger shall become effective on January 1, 2004 (the "Effective Date").

3. The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall become the Articles of Incorporation of the Surviving Corporation.

4. The Plan of Merger, a copy of which is attached hereto and made a part hereof, was adopted and approved by all of the members of the Merging Company on December 31, 2003 and by the directors of the Surviving Corporation on December 31, 2003.

5. Pursuant to Section 607.1104, Florida Statutes, no shareholder approval was required for this merger.

6. The name of the Surviving Corporation after the Merger shall remain and be ADS TELECOM, INC.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Company have caused these Articles of Merger to be executed by their respective officers as of December 31, 2003.

ADS TELECOM, INC.

By: Gary Abram Pres.  
Gary Abram  
Its: President

ADS TELECOM SOUTH FLORIDA, LLC

By: Gary Abram  
Gary Abram  
Its: Vice President

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EFFECTIVE DATE  
1-1-04

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TALLAHASSEE, FLORIDA

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**PLAN OF MERGER**

THIS PLAN OF MERGER (the "Plan") is made and entered into as of this 31<sup>st</sup> day of December 2003 by and between ADS TELECOM SOUTH FLORIDA, LLC, a Florida limited liability company (the "Merging Company"), and ADS TELECOM, INC., a Florida corporation (the "Surviving Corporation"). The Merging Company and the Surviving Corporation are hereinafter sometimes referred to collectively as the "Constituent Companies."

**WITNESSETH:**

WHEREAS, the shareholders, members and directors of the Constituent Companies have determined that it would be in the best interest of such companies and their respective members and shareholders for the Merging Company to merge with and into the Surviving Corporation in accordance with Florida Business Corporation Act and the Florida Limited Liability Company Act.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants, agreements, provisions and grants herein contained, the Constituent Companies hereby agree and prescribe the terms and conditions of this Plan of Merger and the mode of carrying the same into effect, as follows:

1. **Merger.** Subject to and on the terms and conditions set forth herein, on the Effective Date (as defined in Section 2 below), the Merging Company shall be merged (the "Merger") with and into the Surviving Corporation, with the Surviving Corporation remaining the surviving corporation.

2. **Effective Date.** The Merger shall become effective January 1, 2004 (the "Effective Date").

3. **Effect of Merger.** Upon the Effective Date: (a) the Merging Company and the Surviving Corporation shall become a single corporation and the separate existence of the Merging Company shall cease; (b) the Surviving Corporation shall succeed to and possess all the rights, privileges, powers, and immunities of the Merging Company which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merging Company, of every type and description wherever located, shall vest in the Surviving Corporation without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Companies shall remain unimpaired; and (d) the name of the Surviving Corporation shall remain and be ADS TELECOM, INC., without further act or deed.

4. **Articles of Incorporation, Bylaws, Officers and Directors of Surviving Corporation.** Upon the Effective Date: (a) the Articles of Incorporation of the Surviving Corporation shall remain and continue as the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law; (b) the Bylaws of the Surviving

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Corporation shall remain and continue as the Bylaws of the Surviving Corporation until amended in the manner provided by law; and (c) the officers and directors of the Surviving Corporation shall remain and continue as the officers and directors of the Surviving Corporation until their successors are duly elected and qualified in the manner provided for in the Bylaws of the Surviving Corporation or by law.

5. **Cancellation of Shares.** Upon the Effective Date, all of the then-issued and outstanding membership interests of the Merging Company shall be automatically canceled and extinguished without conversion thereof and without any action on the part of the holder thereof.

6. **Articles of Merger.** At the closing of the Merger, the parties shall promptly execute the Articles of Merger attached hereto and file the same with the Florida Department of State.

7. **Governing Law.** This Plan of Merger shall be governed and construed in accordance with the laws of the State of Florida.

8. **Counterparts.** This Plan of Merger may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but both of which together shall be considered but one and the same document.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the date first above written.

ADS TELECOM, INC.

By: Gary Abram  
Gary Abram  
Its: President

ADS TELECOM SOUTH FLORIDA, LLC

By: Gary Abram  
Gary Abram  
Its: Vice President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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