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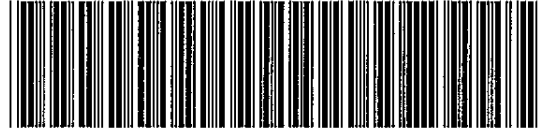
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C. Ouellette DEC 18 2003

RECEIVED  
03 DEC 18 PM 1:14  
FILED  
03 DEC 18 PM 3:31  
SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS



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December 18, 2003

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Direct Wireless/North Carolina, Inc. into into Direct Wireless, Inc.

**Filing Evidence**

☐ Plain/Confirmation Copy

☒ Certified Copy

**Retrieval Request**

☐ Photocopy

☐ Certified Copy

**Type of Document**

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include  
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

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

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA 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 Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

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

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**ARTICLES OF MERGER OF  
DIRECT WIRELESS/NORTH CAROLINA, INC.  
WITH AND INTO DIRECT WIRELESS, INC.**

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03 DEC 18 PM 3:31  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101, Florida Statutes (2003), the undersigned corporations hereby adopt the following Articles of Merger:

**ARTICLE I  
PLAN OF MERGER**

The *Plan of Merger* of **DIRECT WIRELESS/NORTH CAROLINA, INC.**, a Florida corporation, with and into **DIRECT WIRELESS, INC.**, a Florida corporation, with **DIRECT WIRELESS, INC.** being the surviving corporation, is attached hereto as **Exhibit "A"**.

**ARTICLE II  
ADOPTION OF PLAN OF MERGER**

The *Plan of Merger* was approved by the shareholders and the directors of each corporation by written consents dated as of the 16th day of December, 2003.

**ARTICLE III  
EFFECTIVE DATE OF MERGER**

The effective date of the Merger shall be as of the 31st day of December, 2003.


**DATED** this 16th day of December, 2003.

**DIRECT WIRELESS/NORTH CAROLINA,  
INC.**, a Florida corporation

By: 

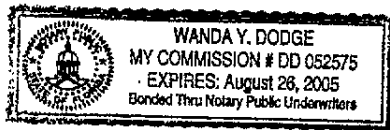
Brian G. Bangle, Vice President

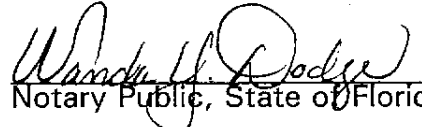
**DIRECT WIRELESS, INC., a**  
Florida corporation

By:   
Brian C. Bangle, Vice President

**STATE OF FLORIDA**  
**COUNTY OF ORANGE**

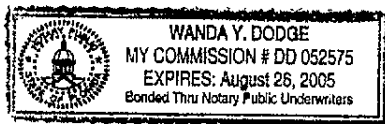
The foregoing instrument was acknowledged before me this 16th day of December, 2003, by **Brian C. Bangle**, as the Vice President of **DIRECT WIRELESS/NORTH CAROLINA, INC.**, a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

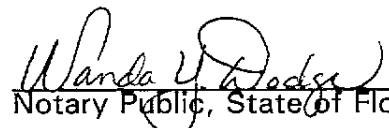


  
Notary Public, State of Florida  
(NOTARY SEAL)

**STATE OF FLORIDA**  
**COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 16th day of December, 2003, by **Brian C. Bangle**, as the Vice President of **DIRECT WIRELESS, INC.**, a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.



  
Notary Public, State of Florida  
(NOTARY SEAL)

**PLAN OF MERGER**

**EXHIBIT "A"**

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**PLAN OF MERGER OF  
DIRECT WIRELESS/NORTH CAROLINA, INC.  
WITH AND INTO DIRECT WIRELESS, INC.**

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1. **DIRECT WIRELESS/NORTH CAROLINA, INC.**, a Florida corporation (the "Subsidiary"), shall merge with and into **DIRECT WIRELESS, INC.**, a Florida corporation (the "Parent"), with the Parent as the surviving corporation.

2. Upon the consummation of the merger of the Subsidiary with and into the Parent, the separate existence of the Subsidiary shall cease. The Parent, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of the Parent shall not be affected by the merger and upon the merger, the Parent, without further act or deed and without reversion or impairment, shall own and possess all property of every description, real or personal, and all interests, rights, privileges, powers and franchises of the Subsidiary as provided in Section 607.1106, Florida Statutes. Further, as provided in Section 607.1106, Florida Statutes, all rights of creditors and any person or persons dealing with the Subsidiary shall be preserved and remain unimpaired by the merger, all liens upon the properties of the Subsidiary shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of the Subsidiary shall henceforth attach to the Parent and may be enforced against the Parent to the same extent as if such obligations and duties have been incurred by the Parent. Additionally, any existing claim or action or proceeding pending by or against the Subsidiary or the Parent may be continued as if the merger did not occur or the Parent may be substituted in such proceedings for the Subsidiary.

3. At the effective date of the merger all of the issued and outstanding shares of capital stock of the Subsidiary (which is **wholly-owned** by the Parent) shall be cancelled.

4. The Articles of Incorporation of the Parent in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of the Parent.

5. The effective date of the Merger shall be as of the 31st day of December, 2003.

**DATED** this 16th day of December, 2003.

**DIRECT WIRELESS/NORTH CAROLINA,  
INC.,** a Florida corporation

By:   
Brian C. Bangle, Vice President

**DIRECT WIRELESS, INC.,** a  
Florida corporation

By:   
Brian C. Bangle, Vice President