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****105.00 ****105.00

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Telecom Wireless Corporation

America's Web Station, Inc.

☐ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

RUSH

☐ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

FILED
99 AUG -5 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

RECEIVED
99 AUG -5 PM 3:12
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ordered By:

*00789,00524, 00672

ADP 8/6/99

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TWC ACQUISITION CO., a Florida corporation P99000065943

INTO

AMERICA'S WEB STATION INC., a Florida corporation, P97000085158.

File date: August 5, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 3, 1999

UCC Filing & Search Services, Inc.
526 East Park Avenue
Tallahassee, FL 32301

SUBJECT: TWC ACQUISITION CO.
Ref. Number: P99000065943

RUSH

Connected

We have received your document for TWC ACQUISITION CO. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include the Articles of Merger and include an original officers signature for each corporation. Robert Frederick's signature is a faxed signature.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 999A00039245

RECEIVED
99 AUG -5 PM 2:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FILED
99 AUG -5 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
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AMERICA'S WEB STATION, INC.	Florida
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Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
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TWC ACQUISITION CO.	Florida
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Third: The Plan of Merger is attached.

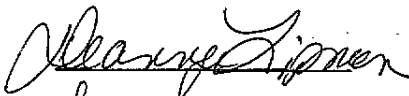
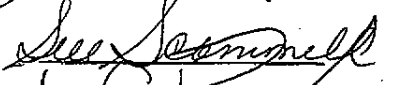
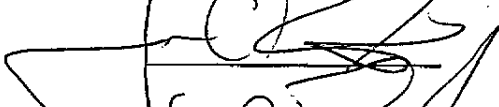

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 7 / 30 / 99 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the shareholders of the surviving corporation on July 29, 1999.

Sixth: Adoption of Merger by merging corporation. The Plan of Merger was adopted by the shareholders of the merging corporation on July 29, 1999.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual & Title</u>
AMERICA'S WEB STATION, INC.		Deanna Lipman, President
AMERICA'S WEB STATION, INC.		Sue Scammell, Secretary
TWC ACQUISITION CO.		Dr. James C. Roberts, President
TWC ACQUISITION CO.		Dr. James C. Roberts, Secretary

AGREEMENT OF MERGER

This shall be an Agreement of Merger and Plan of Reorganization, dated July 29, 1999, by and between TWC ACQUISITION CO., a Florida corporation (hereinafter called "TWC Acquisition") and AMERICA'S WEB STATION, INC., a Florida corporation (hereinafter called "America's Web Station").

WHEREAS:

1. The Boards of Directors of TWC Acquisition and America's Web Station have resolved that TWC Acquisition (hereinafter, the "Merging Corporation") be merged pursuant to the General Corporation Law of the State of Florida into a single corporation existing under the laws of the State of Florida, to wit, America's Web Station, which shall be the surviving corporation (such corporation in its capacity as such corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended; and

2. The authorized capital stock of TWC Acquisition consists of 1,500 shares of Common Stock with a par value of \$.05 per share (hereinafter called "TWC Acquisition Common Stock"), of which 1,200 shares are issued and outstanding; and

3. The authorized capital stock of America's Web Station consists of 1,500 shares of Common Stock with a par value of \$.05 per share (hereinafter called "America's Web Station Common Stock"), 1,200 shares of which are issued and outstanding; and

4. The respective Boards of Directors of TWC Acquisition and America's Web Station have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement; and

The sole shareholder of TWC Acquisition has agreed to have the Surviving Corporation issue an equivalent number of shares for the stock of the Merging Corporation, which shall represent its entire interest in the Surviving Corporation, and the shareholders of America's Web Station have agreed to accept the Telecom Wireless Corporation stock in exchange for their interest in the surviving corporation.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Law of the State of Florida that TWC Acquisition shall be, at the Effective Date (as hereinafter defined), merged into a single corporation existing under the laws of the State of Florida, to wit: America's Web Station, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms and conditions relating to the Merger and the mode of carrying the same into effect.

1. STOCKHOLDERS' MEETINGS; FILINGS; EFFECTS OF MERGER

1.1 TWC ACQUISITION STOCKHOLDERS' MEETING: On or before July 30, 1999, the TWC Acquisition Stockholder shall adopt this Agreement in accordance with the General Corporation Law of the State of Florida.

1.2 ACTION BY STOCKHOLDERS OF AMERICA'S WEB STATION. On or before July 30, 1999, the stockholders of America's Web Station shall adopt this Agreement in accordance with the General Corporation Law of the State of Florida.

1.3 FILING OF CERTIFICATE OF MERGER; EFFECTIVE DATE: If (a) this Agreement has been adopted by the stockholders of TWC Acquisition in accordance with the laws of the State of Florida, (b) this Agreement has been adopted by the stockholders of America's Web Station in accordance with the General Corporation Law of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the General Corporation Law of the State of Florida. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on July 30, 1999, regardless of the date of filing in the State of Florida, which date and time are herein referred to as the "Effective Date".

1.4 CERTAIN EFFECTS OF MERGER: On the Effective Date, the separate existence of TWC Acquisition shall cease, and TWC Acquisition shall be merged into America's Web Station which, as the Surviving Corporation, shall possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of TWC Acquisition; and all and singular, the rights, privileges, powers and franchises of TWC Acquisition, and all property, real, personal and mixed, and all debts due to TWC Acquisition on whatever account, as well as for stock subscriptions and all other things in action or belonging to TWC Acquisition, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of TWC Acquisition, and the title to any real estate vested by deed or otherwise, under the laws of the State of Florida or any other jurisdiction, in TWC Acquisition, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of TWC Acquisition shall be preserved unimpaired, and all debts, liabilities, and duties of TWC Acquisition shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

At any time, or from time to time, after the Effective Date, the last acting officers of TWC Acquisition or the corresponding officers of the Surviving Corporation may, in the name of TWC Acquisition, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem

necessary or desirable in order to best, perfect or confirm in the Surviving Corporation title to and possession of all of TWC Acquisition's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Agreement.

2. NAME OF SURVIVING CORPORATION; CERTIFICATE OF INCORPORATION; BY-LAWS.

2.1 NAME OF SURVIVING CORPORATION: The name of the Surviving Corporation from and after the Effective Date shall be America's Web Station, Inc.

2.2 CERTIFICATE OF INCORPORATION: The Certificate of Incorporation of America's Web Station, as in effect from the date hereof, shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law.

2.3 BY-LAWS: The By-Laws of America's Web Station, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. STATUS AND CONVERSION OF SECURITIES: Each share of the capital stock of TWC Acquisition and America's Web Station shall be exchanged under the following conditions:

3.1 AMERICA'S WEB STATION COMMON STOCK: Each share of America's Web Station Common Stock which was issued and outstanding immediately before the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, be exchanged for 23.80 fully paid shares of Telecom Wireless Corporation, a Utah corporation, Common Stock. After the exchange, the shares of America's Web Station shall be redeemed by the corporation, shall cease to exist and certificates representing such shares shall be canceled.

3.2 COMMON STOCK HELD BY TWC ACQUISITION: All issued and outstanding shares of TWC Acquisition Common Stock held by the TWC Acquisition Stockholder immediately before the Effective Date shall, by virtue of the merger and at the Effective Date, be exchanged for one (1) fully paid share of America's Web Station Common Stock.

4. MISCELLANEOUS.

4.1 This Agreement of Merger may be terminated and the proposed merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of TWC Acquisition or America's Web Station, if

the Board of Directors of TWC Acquisition or of America's Web Station duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by TWC Acquisition and America's Web Station, all on the date first above referenced.

CERTIFICATION

The undersigned, individually, and in their representative capacities, hereby certify that the within Plan of Reorganization, including schedule and attachments thereto, contains a full statement of the purposes thereof and presents in detail all transactions incident to, or pursuant to, the Plan, and that the foregoing Plan was properly adopted and fully implemented on the Effective Date and in accordance with the procedures contained therein.

TWC ACQUISITION CO.

By: 

James C. Roberts, Secretary

Shareholder:

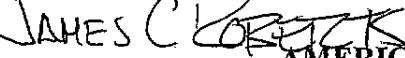
By: 

James C. Roberts, President

TELECOM WIRELESS CORPORATION

By: 

Robert L. Fredrick, President



AMERICA'S WEB STATION, INC.

By: 

Sue Scammell, Secretary

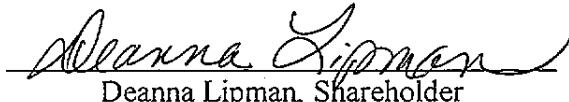
Shareholders:

By: 

Deanna Lipman, President



Sue Scammell, Shareholder



Deanna Lipman, Shareholder