

P97000093490

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Internet Voice Network Company and telephony  
(Corporation Name) (Document #)

2. Access Gateway Equipment Company  
(Corporation Name) (Document #)

3. \_\_\_\_\_ (Corporation Name) (Document #) 700002821407--3

4. \_\_\_\_\_ (Corporation Name) (Document #) -03/29/99-01034--011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

☒ Walk-in

☒ Pick up time 2.00

☐ Mail-out

☐ Will wait

☐ Photocopy

☒ Certified Copy

☒ Certificate of Service

*Merger & Name Change*

NEW FILINGS	
<input type="checkbox"/>	Print
<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 type="checkbox"/>	Merger

Please File  
Articles  
of Merger

Third

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

RECEIVED  
99 MAR 29 AM 10:22  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INTERNET VOICE NETWORK COMPANY, a Florida corporation P97000093492

,

INTO

TELEPHONY ACCESS GATEWAY EQUIPMENT COMPANY which changed its  
name to

**NETYAK.COM, INC.**, a Florida corporation, P97000093490

File date: March 29, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER  
OF  
INTERNET VOICE NETWORK COMPANY  
AND  
TELEPHONY ACCESS GATEWAY EQUIPMENT COMPANY

FILED  
99 MAR 29 PM 1:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida

Pursuant the provisions of the Florida Business Corporation Act, the domestic business corporations named below do hereby adopt the following Articles of Merger:

1. Attached hereto as Exhibit A and made a part hereof is the Agreement and Plan of Merger (the "Plan") for merging Internet Voice Network Company (the "Merging Corporation") with and into Telephony Access Gateway Equipment Company (the "Surviving Corporation") as approved and adopted by the shareholders of the Merging Corporation on March 25, 1999 and by the shareholders of the Surviving Corporation on March 25, 1999 pursuant to the provisions of the Florida Business Corporation Act.

2. The Surviving Corporation will continue its existence as the surviving corporation, but in accordance with Section 3 of the Plan, the Articles of Incorporation of the Surviving Corporation shall be amended and restated as set forth in Annex I to the Plan, including the amendment to Article I of the Articles of Incorporation changing the name of the Surviving Corporation to:

netYAK.com, Inc.

3. The effective time and date of the merger herein provided for shall be the time of filing of these Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed this document as of the 25th day of March, 1999.

**Telephony Access Gateway Equipment Company**

By: Michael McAlpin  
Michael McAlpin, President

**Internet Voice Network Company**

By: Larry Groves  
Larry Groves, President

ORL1-251622.1/949

EXHIBIT A

## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger, dated as of March 25, 1999 (the "Agreement"), is entered into by and between Telephony Access Gateway Equipment Company (the "Surviving Corporation") and Internet Voice Network Company (the "Merging Corporation"). The Surviving Corporation and the Merging Corporation are referred to collectively herein as the "Parties".

### **Background**

The Board of Directors and the shareholders of each of the Parties desire to merge the Merging Corporation into the Surviving Corporation pursuant to the Florida Business Corporation Act. The Parties intend that, upon the consummation of the transactions contemplated by this Agreement, the separate corporate existence of the Merging Corporation will cease. Accordingly, in consideration of the mutual agreement and covenants set forth below, the parties agree as follows:

### **Terms and Conditions**

1. **Merger.** At the Effective Time (as defined in Section 2 below) the Merging Corporation shall be merged with and into the Surviving Corporation, and the separate corporate existence of the Merging Corporation shall cease (the "Merger"). The corporate existence of the Surviving Corporation shall continue unaffected and unimpaired by the Merger and, as the surviving corporation, it shall remain governed by the laws of Florida.

2. **Effective Time.** The Effective Time of the Merger shall be the time of filing of Articles of Merger with the Secretary of State of the State of Florida.

3. **Articles of Incorporation.** At the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be amended and restated to read as set forth on Annex I attached hereto and made a part hereof. As set forth in Annex I, the name of the Surviving Corporation shall be changed to "netYAK.com, Inc." at the Effective Time.

4. **Bylaws.** At the Effective Time, the Bylaws of the Surviving Corporation, as in effect at the Effective Time of the Merger, shall continue in full force and effect.

5. **Conversion of Shares.** At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the Parties or the Surviving Corporation, each of the issued and outstanding shares of common stock of the Merging Corporation shall be exchanged for one share of common stock of the Surviving Corporation, and each of the issued and outstanding shares of common stock of the

Surviving Corporation shall be exchanged for one share of common stock of the Surviving Corporation.

6. Continuation of Rights and Obligations. At and after the Effective Time of the Merger, the Surviving Corporation shall possess all rights, privileges, powers and franchises of the Merging Corporation. All property, real, personal, and mixed, all debts due on whatever account, all other things and actions, and every other interest of or belonging to the Merging Corporation shall be vested in the Surviving Corporation without further action. At and after the Effective Time of the Merger, the Surviving Corporation shall assume and be liable for all the liabilities and obligations of the Merging Corporation as if those liabilities and obligations had been incurred by the Surviving Corporation.

7. Survival of Claims. Any claim existing, or action or proceeding pending, by or against the Merging Corporation may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merging Corporation in such action or proceeding.

8. Directors and Officers. The directors and officers of the Surviving Corporation in office immediately prior to and at the Effective Time, shall remain the directors and officers of the Surviving Corporation, retaining their respective offices and positions.

9. Termination. This Agreement may be terminated at any time prior to the Effective Time by any of the Parties.

10. Amendment and Modification. Subject to applicable law, this Agreement may be amended, modified and supplemented in any and all respects by written agreement of the respective Boards of Directors of the Parties (or by their respective officers authorized by such Boards of Directors) at any time prior to the Effective Time with respect to any of the terms contained herein.

11. Further Actions. If at any time after the Effective Time any further action is necessary or desirable to carry out the purposes of this Agreement, the proper officers and/or directors of the Parties shall take such action.

12. Section Headings. The section headings contained in this Agreement are inserted for reference purposes only and shall not affect the meaning or interpretation of this Agreement.

13. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed to be an original, and all of which together shall be deemed to be one and the same instrument.

14. Applicable Law. This Agreement and the legal relations among the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida without regard to the conflict of laws or rules thereof.



IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date first written above.

Telephony Access Gateway Equipment Company

By: Michael McAlpin  
Michael McAlpin, President

Internet Voice Network Company

By: Larry Groves  
Larry Groves, President

ORL1-251620.1/949

## **ANNEX I**

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TELEPHONY ACCESS GATEWAY EQUIPMENT COMPANY

The Articles of Incorporation of Telephony Access Gateway Equipment Company have been amended and restated to read as follows:

ARTICLE I. NAME

The name of the corporation shall be:

netYAK.com, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 2455 Hunter Field Road, Maitland, Florida 32751.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The total number of shares of all classes of capital stock of the corporation which the corporation shall have the authority to issue is 10,100,000, of which 10,000,000 shares having a par value of \$0.001 per share shall be designated as Common Stock and 100,000 shares having a par value of \$0.001 per share shall be designated as Preferred Stock. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

Shares of Preferred Stock may be issued from time to time in one or more series. The board of directors is authorized to fix the number of shares in each series, the designation thereof and the relative rights, preferences and limitations of each series, and specifically, the board of directors is authorized to fix with respect to each series: (a) the dividend rate; (b) redeemable features, if any; (c) rights upon liquidation; (d) whether or not shares of such series shall be subject to a purchase, retirement or

sinking fund provision; (e) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class and, if so, the rate of conversion or exchange; (f) restrictions, if any, upon the payment of dividends on common stock; (g) restrictions, if any, upon the creation of indebtedness; (h) voting powers, if any, of the shares of each series; and (i) such other rights, preferences, and limitations as shall not be inconsistent with the laws of the State of Florida.

#### ARTICLE V. REGISTERED AGENT AND ADDRESS

The name and address of the registered agent is Michael McAlpin, 2455 Hunter Field Road, Maitland, Florida 32751.

#### ARTICLE VI. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE VII. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

#### ARTICLE VIII. INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (a) is or was a director of the corporation, (b) is or was serving at the request of the corporation as a director of another corporation, partnership, joint venture, trust or other enterprise (a "Business Entity"), (c) is or was an officer of the corporation, provided that such person is or was at the time a director of the corporation, or (d) is or was serving at the request of the corporation as an officer of another Business Entity, provided that such person is or was at the time a director of the corporation or a director of such other Business Entity, serving at the request of the corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the board of directors shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a

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party to any action, suit or proceeding by reason of the fact that such person is or was an officer, employee or agent of the corporation, or is or was serving at the request of the corporation as an officer, employee or agent of another Business Entity.

CERTIFICATE TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF TELEPHONE ACCESS GATEWAY EQUIPMENT COMPANY

The undersigned, Michael McAlpin, President of the Telephony Access Gateway Equipment Company (the "Corporation"), does hereby certify as follows:

1. In accordance with Section 607.1101 of the Florida Statutes, both the Board of Directors and all of the shareholders of each of the Corporation and Internet Voice Network Company (the "Merging Corporation") approved and adopted an Agreement and Plan of Merger that set forth the foregoing amendment and restatement of the Corporation's Articles of Incorporation.
2. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Department of State of Florida for filing with the Articles of Merger of the Corporation and the Merging Corporation in accordance with Section 607.1105 of the Florida Statutes.

Telephony Access Gateway Equipment  
Company

By: Michael McAlpin  
Michael McAlpin, President