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NAME: USA-UPTEKA INTERNATIONAL ACQUISITION CORP.

AUDIT NUMBER.....H97000021054

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

USA-UPTEKA INTERNATIONAL, INC., a Florida corporation, P93000075360

INTO

USA-UPTEKA INTERNATIONAL ACQUISITION CORP. which changed its  
name to

**USA-UPTEKA INTERNATIONAL, INC.,** a Florida corporation, P97000099097

File date: December 22, 1997

Corporate Specialist: Darlene Connell

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**ARTICLES OF MERGER**  
**OF**  
**USA-UPTEKA INTERNATIONAL, INC.**  
**WITH AND INTO**  
**USA-UPTEKA INTERNATIONAL ACQUISITION CORP.**

**ARTICLE I**  
**Names and Surviving Corporation**

The names and state of incorporation of the corporations which are parties to the merger are:

<u>Name</u>	<u>State of Incorporation</u>
USA-Upteka International, Inc.	Florida
USA-Upteka International Acquisition Corp.	Florida

USA-Upteka International Acquisition Corp. ("Acquisition Corp") shall be the surviving corporation. The name of the surviving corporation shall be:

**"USA-Upteka International, Inc."**

**ARTICLE II**  
**Plan of Merger**

The plan of merger providing for the merger of USA-Upteka International, Inc., a subsidiary of Acquisition Corp., with and into Acquisition Corp., the parent corporation, is attached hereto as Exhibit A.

**ARTICLE III**  
**Date of Adoption**

The plan of merger was adopted in accordance with the provisions of Section 607.1104 of the Florida Statutes as follows: (i) the Board of Directors of Acquisition Corp. approved and adopted the plan of merger on November 22, 1997 and (ii) the shareholders of Acquisition Corp. approved and adopted the plan of merger on November 22, 1997. Since Acquisition Corp. owns in excess of 80% of the capital stock of USA-Upteka International, Inc., in accordance with Florida

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Richard A. Derrmon, Esq.  
Carlton Fields, P.O. Box 3239, Tampa, FL 33601  
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Fla. Bar No.: 848190

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Statutes Section 607.1104 no approvals of the plan of merger were required by or sought from by the Board of Directors or shareholders of USA-Upteka International, Inc.

In accordance with the provisions of Section 607.1104 of the Florida Statutes, a copy of the plan of merger was mailed on November 22, 1997 to each shareholder of USA-Upteka International, Inc. who did not waive the mailing requirement.

**ARTICLE IV**  
**Amendment of Articles of Incorporation**

In connection with the approval and adoption of the plan of merger, the Board of Directors and shareholders of Acquisition Corp. have adopted the following amendment to the Articles of Incorporation of Acquisition Corp. as set forth below.

Article I of the Articles of Incorporation is deleted and replaced with the following:

"The name of the corporation (hereinafter referred to as the  
"Corporation" is: USA-Upteka International, Inc."

**ARTICLE VI**  
**Date Effective**

The merger shall be effective on the date of filing by the Department of State of the State of Florida.

Dated this 22<sup>nd</sup> day of November, 1997.

**USA-UPTEKA INTERNATIONAL  
ACQUISITION CORP.**

By: 

\_\_\_\_\_  
Len Blavatnik, Chairman of  
the Board of Directors

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## EXHIBIT A

**PLAN OF MERGER OF  
USA-UPTEKA INTERNATIONAL, INC.  
WITH AND INTO  
USA-UPTEKA INTERNATIONAL ACQUISITION CORP.**

**PLAN OF MERGER** ("Plan of Merger") dated November 22, 1997, describing a merger by and between USA-UPTEKA INTERNATIONAL, INC.(the "Corporation"), a Florida corporation and USA-UPTEKA INTERNATIONAL ACQUISITION CORP. ("Parent"), a Florida corporation.

**W I T N E S S E T H**

**WHEREAS**, the Corporation is a Florida corporation organized under the laws of the State of Florida, the authorized capital stock of which consists of 1,300 common shares, \$0.01 par value per share ("Corporation Common Shares") of which, at the date hereof, all such shares are issued and outstanding;

**WHEREAS**, Parent is a Florida corporation organized under the laws of the State of Florida and the beneficial owner of in excess of 80% of the outstanding capital stock of the Corporation;

**WHEREAS**, the Board of Directors of the Parent have determined that it is in the best interest of the Parent, the Corporation, and their respective shareholders that the Corporation, as subsidiary of Parent, be merged with and into the Parent, under and pursuant to the terms and conditions herein set forth or referred to, and the Board of Directors of Parent has adopted resolutions approving the Plan of Merger dated as of November 22, 1997 providing for all the terms of the merger of the Corporation with and into the Parent;

**WHEREAS**, this Plan of Merger contains an amendment to its Articles of Incorporation to change of name of the Parent, which amendment requires the approval of the Parent's shareholders;

**WHEREAS**, this Plan of Merger providing for the Merger pursuant to Section 607.1104 of the Florida Statutes of a subsidiary into the Parent corporation having been approved by the Board of Director of the Parent, the Board of Directors of the Parent has directed this Plan of Merger be submitted to its shareholders; and

**NOW THEREFORE**, this Plan of Merger, pursuant to the authority granted by Chapter 607 Florida Statutes, witnesseth as follows:

**ARTICLE I**

**THE MERGER**

**1.1. The Merger.** Subject to the terms and conditions of this Plan of Merger, on the Effective Date (as hereinafter defined), the Corporation shall be merged with and into the Parent pursuant to the provisions of, and with the effect provided under, Florida law (said transaction being hereinafter referred to as the "Merger"). On the Effective Date, the separate existence of the

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Corporation shall cease and the Parent, as the surviving entity, shall continue unaffected and unimpaired by the Merger. (The Parent as existing on and after the Effective Date being hereinafter sometimes referred to as the "Surviving Corporation.") The name of the Surviving Corporation shall be:

**"USA-Upteka International, Inc."**

**1.2. Effective Time.** The Articles of Merger evidencing the transactions contemplated herein shall be delivered for filing to the Department of State of the State of Florida ("Department"). The Merger shall become effective at the time and on the date the Articles of Merger are accepted for filing by the Department, or such later time and date as agreed to by the parties and specified in the Articles of Merger (such date being referred to herein as the "Effective Time").

**1.3. Effect of the Merger.** The Merger shall have the effects specified in Sections 607.1104 and 607.1106 of the Florida Statutes.

## **ARTICLE II**

### **TERMS OF THE MERGER**

**2.1. Articles of Incorporation.** The Articles of Incorporation of the Parent, as amended hereby, shall be the Articles of Incorporation of the Surviving Corporation, in each case until amended in accordance with applicable law.

Pursuant to the Merger, the Articles of Incorporation of the Parent shall be amended by deleting Article I in its entirety and replacing it with the following:

#### **"NAMES**

The name of the corporation (hereinafter referred to as the "Corporation") shall be USA-Upteka International, Inc."

**2.2. Bylaws.** The Bylaws of the Parent in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until otherwise amended or repealed in accordance with applicable law.

**2.3. Directors and Officers.** From and after the Effective Time, the directors and officers of the Parent immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, each such person to hold office in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

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**ARTICLE III****CAPITAL STOCK**

**3.1. Conversion of Shares.** Subject to the provisions of this Article III, at the Effective Time, by virtue of the Merger and without any action on the part of the Corporation or the Parent, or their respective shareholders:

(a) except for the Corporation Common Shares issued and outstanding immediately prior to the Effective Time as to which dissenter's rights have been perfected under Section 607.1320 of the Florida Statutes and not withdrawn, each Corporation Common Share (except for those cancelled under Section 3.1(c) of this Plan of Merger) shall be converted into the right to receive \$119.42, payable in cash, at the Effective Time (the "Merger Consideration").

(b) Each of the common share of the Surviving Corporation, \$0.01 par value per share, issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding from and after the Effective Time.

(c) Each Corporation Common Share held by the Parent shall be retired and cancelled at the Effective Time and shall cease to exist and no Merger Consideration will be exchanged therefor.

**3.2. Dissenting Shares.** Notwithstanding anything in the Plan of Merger to the contrary, any Corporation Common Shares outstanding immediately prior to the Effective Time as to which the holder thereof shall have validly exercised dissenter's rights, if any, under Section 607.1320 of the Florida Statutes ("Dissenting Shares") shall not be converted into a right to receive the Merger Consideration as provided in Section 3.1(a) hereof and, after the Effective Time, shall not be entitled to the Merger Consideration unless such holder fails to perfect or withdraws or otherwise loses his dissenter's rights under Section 607.1320 of the Florida Statutes. If after the Effective Time, such holder fails to perfect or withdraws or loses his dissenter's rights under Section 607.1320 of the Florida Statutes, such Dissenting Shares shall be treated as if they had been converted as of the Effective Time into the right to receive the Merger Consideration in accordance with Section 3.1(a) of this Plan of Merger.

**ARTICLE IV****CONDITIONS TO MERGER**

Effectuation of this Plan of Merger is subject to the following conditions: (a) this Plan of Merger shall have been approved and adopted by the requisite vote of shareholders of the Parent, as required under Florida law, (b) receipt of all consents, orders, approvals, and all other requirements prescribed by law which are necessary for consummation of the Merger, and (c) no preliminary or permanent injunction or other order, decree, or ruling issued by any court of competent jurisdiction or any governmental, regulatory, or administrative agency, commission, or authority, domestic or foreign ("Governmental Entity"), and no action or proceeding shall have been commenced or threatened for purposes of obtaining any such injunction or order, nor any statute,

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rule, regulation, or executive order promulgated or enacted by any Governmental Entity which is in effect and would have the effect of making the Merger illegal or otherwise prohibit, restrain, or restrict the consummation of the transactions contemplated by this Plan of Merger.

The Board of Directors of the Parent may impose such other conditions upon consummation of the acts contemplated herein as such Board of Directors may deem necessary or desirable.

## ARTICLE VI

### FURTHER ASSURANCES

Prior to the Effective Time, each of the Parent and the Corporation (together, the "Constituent Corporations") shall take all such actions as shall be necessary or appropriate in order to effectuate the Merger. In case at any time after the Effective Time the Surviving Corporation shall determine that any further conveyance, assignment, or other documents or any further action is necessary or desirable to vest in or confirm to the Surviving Corporation full title to all the properties, assets, rights, privileges, and franchises of the Corporation, the officers and directors of the Surviving Corporation, in the name and on behalf of each of the Constituent Corporations, shall be authorized to execute and deliver all such instruments and take all such action in the name and on behalf of each of the Constituent Corporations, as may be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such properties, assets, rights, privileges, and franchises, and otherwise to carry out the purposes of this Plan of Merger.

## ARTICLE VI

### TERMINATION AND AMENDMENT

At any time prior to the Effective Time, this Plan of Merger may be terminated by the Board of Directors of the Parent, whether before or after the approval of this Plan of Merger by the shareholders of Parent. In the event this Plan of Merger is so terminated, it shall be of no further force or effect and that shall be no liability by reason of this Plan of Merger or its termination on the part of either of the Constituent Corporations or of their respective directors, officers, employees, agents, shareholders, or incorporators.

## ARTICLE VII

### MISCELLANEOUS

7.1. This Plan of Merger may be amended or supplemented at any time by the Parent. Any such amendment or supplement must be in writing and approved by the Board of Directors of the Parent.

7.2. The headings of the several Articles herein are inserted for convenience of reference only and are not intended to be a part of or to affect the meaning or interpretation of this Plan of Merger.



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7.3. This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida applicable to agreements made and entirely to be performed in such jurisdiction, except to the extent federal law may applicable.

WITNESS WHEREOF, the Parent has caused this Plan of Merger to be duly executed on its behalf by its officer or officers thereunto duly authorized, as of the date first above written.

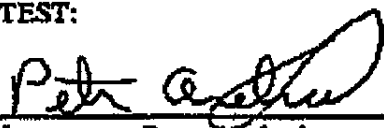
USA-UPTEKA INTERNATIONAL  
ACQUISITION CORP.

By: 

Name: Stacy Simiele

Title: President

ATTEST:



Name: Peter Axelrod

Title: Secretary