

P98000013431

WINTHROP, STIMSON, PUTNAM & ROBERTS

ONE BATTERY PARK PLAZA
NEW YORK, NY 10004-1490
TELEPHONE: 212-858-1000
TELEFAX: 212-858-1500

1133 CONNECTICUT AVENUE, N.W.
WASHINGTON, DC 20036
TELEPHONE: 202-775-9800
TELEFAX: 202-833-8491

695 EAST MAIN STREET
STAMFORD, CT 06904-6760
TELEPHONE: 203-348-2300
TELEFAX: 203-965-8226

125 WORTH AVENUE
PALM BEACH, FL 33480

TELEPHONE: 561-655-7297
TELEFAX: 561-833-6726

2 THROGMORTON AVENUE
LONDON EC2N 2DG ENGLAND
TELEPHONE: 011-44171-628-4931
TELEFAX: 011-44171-638-0443

6-7, ATAGO I-CHOME
MINATO-KU, TOKYO 105-0002, JAPAN
TELEPHONE: 011-813-3437-9740
TELEFAX: 011-813-3437-9261

2505 ASIA PACIFIC FINANCE TOWER
CITIBANK PLAZA
3 GARDEN ROAD, CENTRAL, HONG KONG
TELEPHONE: 011-852-2530-3400
TELEFAX: 011-852-2530-3355

6 BATTERY ROAD
#38-01B, SINGAPORE
TELEPHONE: 011-65-227-4700
TELEFAX: 011-65-227-4711

January 25, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Palm Beach Telephone Company/Quentel
Communications, Inc.
Plan of Merger

100003112791-2
-02/11/00-01088-018
*****35.00 *****35.00
100003112791-2
-01/27/00-01060-003
*****43.75 *****43.75

Dear Sir or Madam:

Enclosed please find an original, executed Plan of Merger for the above-referenced which we ask you to record. Further enclosed please find our check #5005 made payable to the Department of State in the amount of \$43.75. The breakdown is as follows:

Filing fee for Plan of Merger	\$ 35.00
Certified copy the filed Plan of Merger	\$ 8.75
Total	\$ 43.75

Please return the certified copy to us at the above address. If you have any questions, please do not hesitate to call us.

Sincerely,

Deborah Bates
Deborah Bates
Assistant to Guy Rabideau

db
Enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING:

QUENTEL COMMUNICATIONS, INC., a Florida corporation, P97000021784

INTO

PALM BEACH TELEPHONE COMPANY, a Florida entity, P98000013431

File date: January 27, 2000

Corporate Specialist: Doug Spitler



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 4, 2000

WINTHROP, STIMSON, PUTNAM & ROBERTS
ATTN: DEBORAH BATES
125 WORTH AVENUE
PALM BEACH, FL 33480

SUBJECT: PALM BEACH TELEPHONE COMPANY
Ref. Number: P98000013431

We have received your document for PALM BEACH TELEPHONE COMPANY and check(s) totaling \$43.75. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

CORPORATIONS BASIC FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75

Certified Copy of any record \$8.75
plus a \$1 per page over 8 pages not to exceed \$52.50

Reinstatement
Profit corp. \$600.00
Non Profit Corps. \$175.00
Annual Report/Uniform Business Report \$61.25
plus Supplemental Fee of \$88.75 (profits only)

Articles of Correction	\$35.00
Revocation of Dissolution	\$35.00
Dissolution & Withdrawal	\$35.00
Amendment of any record	\$35.00

*additional
check enclosed
#5022 in the
amount of
\$35.00*

Certificate of Status	\$ 8.75
Foreign Name Registration	\$87.50
Foreign Name Renewal	\$87.50
Merger	\$35.00 for each party
Substitute Service of process (Chapter 48)	\$8.75
Registered Agent Change	\$35.00
Registered Agent Resignations	
Active Corporations	\$87.50
Inactive Corporations	\$35.00
Resignation of Officer/Director	\$35.00
Trade & Service Marks	\$87.50 per class
Trade & Service Marks Renewals	\$87.50 per class
Trade & Service Mark Assignments	\$50.00

✓ Please entitle your document Articles of Merger.

✓ The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 100A00005864

ARTICLES OF MERGER

This plan of merger dated as of January 21, 2000, was adopted by the board of directors of Palm Beach Telephone Company ("Surviving Corporation") and Quentel Communications, Inc. ("Absorbed Corporation"), and was consented and agreed to by all of the shareholders of Surviving Corporation and Absorbed Corporation.

FILED
00 JAN 27 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECITALS

A. Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1514 Perimeter Road, Suite 106, West Palm Beach, Florida 33406.

B. Surviving Corporation has a capitalization of Ten Thousand authorized shares of \$0.01 par value common stock, of which 1000 shares are issued and outstanding.

C. Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1514 Perimeter Road, Suite 106, West Palm Beach, Florida 33406.

D. Absorbed Corporation has a capitalization of Ten Thousand authorized shares of \$0.01 par value common stock, of which 1000 shares are issued and outstanding.

F. The boards of directors of each of Surviving Corporation and Absorbed Corporation and their shareholders have approved that Absorbed Corporation be merged into Surviving Corporation pursuant to the provisions of § 607.1101, et seq., Florida Statutes.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Recitations.** The Recitals set forth above are true and correct and are incorporated herein as if set forth in detail.

2. **Merger.** Absorbed Corporation shall merge with and into Surviving Corporation, which shall be the surviving corporation.

3. **Terms and Conditions.** On the effective date of the merger, the separate existence of Absorbed Corporation shall cease, and Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of Absorbed Corporation, without the necessity for any separate transfer. Surviving Corporation shall then be responsible and liable for all liabilities and obligations of Absorbed Corporation, and neither the rights of creditors nor any liens on the property of Absorbed Corporation shall be impaired by the merger.

4. **Conversions of Shares.** The manner and basis of converting the shares of Absorbed Corporation into cash from Surviving Corporation shall be as follows:

a. The holder of each share of the \$ 0.01 common stock of Absorbed Corporation issued and outstanding on the effective date of the merger shall receive from Surviving Corporation one \$0.01 common stock of Surviving Corporation for each of such shares, which the parties hereto consider to be fair value for such shares.

b. After the effective date of the merger, each holder of certificates for shares of common stock in Absorbed Corporation shall surrender them to Surviving Corporation or its duly appointed agent, in the manner that Surviving Corporation shall legally require. On receipt of the share certificates, Surviving Corporation shall then issue to such shareholder the new shares due for such surrendered shares.

5. **Articles of Incorporation.** The articles of incorporation of Surviving Corporation shall continue to be its articles of incorporation following the effective date of the merger.

6. **Bylaws.** The bylaws of Surviving Corporation shall continue to be its bylaws following the effective date of the merger.


7. **Directors and Officers.** The directors and officers of Surviving Corporation on the effective date of the merger shall continue as the directors and officers of Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

8. **Approval by Shareholders.** All of the shareholders of Absorbed Corporation and of Surviving Corporation have approved the merger set forth herein.

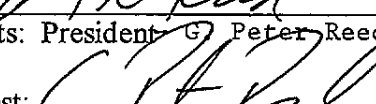
9. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed with the Florida Department of State.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date above written.

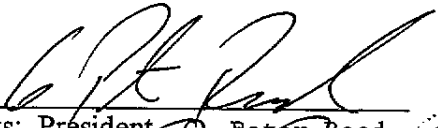
Palm Beach Telephone Company, a Florida corporation

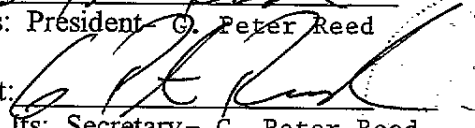
By: 
Its: President G. Peter Reed

[corporate seal]

Attest: 
Its: Secretary-G. Peter Reed

Quentel Communications, Inc., a Florida
corporation

By: 
Its: President - G. Peter Reed

Attest: 
Its: Secretary - G. Peter Reed

[corporate seal]