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FLORIDA DIVISION OF CORPORATIONS  
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NAME: INFINITY ACQUISITION CORP.

AUDIT NUMBER.....H98000009154

DOC TYPE.....MERGER OR SHARE EXCHANGE

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INFINITY COMMUNICATIONS, INC., a Florida corporation, P96000103163

INTO

INFINITY ACQUISITION CORP. which changed its name to

**INFINITY COMMUNICATIONS, INC.**, a Florida corporation, P98000043690

File date: May 14, 1998

Corporate Specialist: Darlene Connell

**ARTICLES OF MERGER  
OF INFINITY COMMUNICATIONS, INC.  
INTO INFINITY 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>
Infinity Communications, Inc.	Florida
Infinity Acquisition Corp. shall be the surviving corporation	Florida

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**ARTICLE II  
Plan of Merger**

The plan of merger is attached hereto as Exhibit A.

**ARTICLE III  
Date of Adoption**

The date of adoption of the plan of merger by the shareholders of each corporation is:

<u>Name</u>	<u>Date of Adoption</u>
Infinity Communications, Inc.	May <u>13</u> , 1998
Infinity Acquisition Corp.	May <u>13</u> , 1998

**ARTICLE IV  
Date Effective**

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

Dated this 13<sup>th</sup> day of May, 1998.

**INFINITY COMMUNICATIONS, INC.**

By:   
Jason Caras, President

Prepared by: Paul C. Davis, Esquire  
Carlton Fields  
One Harbour Place  
Tampa, FL 33602  
T#618463.1 (813) 223-7000  
Fla. Bar No. 283691  
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**INFINITY ACQUISITION CORP.**

By: 

Jason Caras, President

Audit No. H98000009154 9

EXHIBIT "A"

**PLAN AND AGREEMENT OF MERGER**

**PLAN AND AGREEMENT OF MERGER** made as of the 13th day of May, 1998, by and between **INFINITY COMMUNICATIONS, INC. ("ICI")** and **INFINITY ACQUISITION CORP. ("IAC")**.

**WHEREAS**, ICI is a corporation organized and existing under the laws of the State of Florida, having been incorporated on December 19, 1996, and having an authorized capital of 1,000,000 shares of no par value common stock, of which 100,000 shares are currently issued and outstanding; and

**WHEREAS**, IAC is a corporation organized and existing under the laws of the State of Florida, having been incorporated on May 13, 1998, and having an authorized capital of 1,000,000 shares of \$ .01 par value common stock, of which 100,000 shares are currently issued and outstanding; and

**WHEREAS**, it is deemed advisable and in the best interests of ICI and IAC and their respective shareholders to merge ICI into IAC under the provisions of Section 607.1101 of the Florida Statutes.

**NOW, THEREFORE**, for the mutual promises set forth herein and for other valuable consideration, the receipt, adequacy, and sufficiency of which are hereby acknowledged, the parties hereto, in accordance with the aforementioned provisions of the laws of the State of Florida, agree as follows:

1. **Merger.** ICI shall be merged into IAC, the surviving corporation, and does hereby agree and prescribe that the laws which shall govern the surviving corporation shall be the laws of the State of Florida.

2. **Surviving Corporation.** The name of the surviving corporation shall be Infinity Communications, Inc., and its articles of incorporation shall be the original articles of incorporation which was granted to it at the time of its incorporation, except that Article I thereof shall be amended to read as follows:

"The name of the corporation is Infinity Communications, Inc."

3. **Effective Date of Merger.** The effective date of this merger shall be at the end of business on the 14th day of May, 1998.

4. **Bylaws, Officers, Directors.** The Bylaws of IAC, until amended or revised, shall be the present bylaws of the surviving corporation. The officers and directors of IAC shall continue as the officers and directors of the surviving corporation until the next annual meetings of shareholders and directors at which time their successors shall be duly elected and qualified.

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**5. Capital Stock.**

(a) The authorized capital stock of the surviving corporation shall be 1,000,000 shares of common stock having a par value of \$ .01 each.

(b) The manner of converting the shares of ICI and IAC into shares of the merged corporation shall be as follows. At the effective date of the merger, each of the issued and outstanding shares of common stock, no par value, of ICI shall be converted into the right to receive \$ .10 payable upon the surrender of such share certificates to the surviving corporation for cancellation. Each issued and outstanding share of common stock of IAC shall remain issued and outstanding upon the merger and each shall constitute an issued and outstanding share of common stock of the surviving corporation.

**6. Effect of Merger.** When this Plan and Agreement of Merger shall have been signed and delivered and Articles of Merger filed and recorded as required by the laws of the State of Florida, the existence of ICI shall cease and it shall be merged into IAC and the surviving corporation shall be known as "Infinity Communications, Inc.". The surviving corporation shall possess all the rights, privileges, powers and franchises of a public as well as a private nature, and shall be subject to all the restrictions, liabilities, and duties of the corporations so merged and all and singular the rights, privileges, powers and franchises of the merged corporations, and all property, real, personal and mixed, and all debts due to the merged corporations, on whatever account, shall be vested in the surviving corporation. 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 the merged corporations, and the title to any real estate, whether by deed or otherwise, vested in the merged corporations, shall not revert or be in any way impaired by reason of this merger; provided, that all rights of creditors and all liens upon the property of the merged corporations shall be preserved unimpaired and all debts, liabilities and duties of the merged corporations 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.

**INFINITY COMMUNICATIONS, INC.**By: 

Jason Caras, President

**INFINITY ACQUISITION CORP.**By: 

Jason Caras, President