



THE UNITED STATES
CORPORATION
COMPANY

FILED
SEP 16 AM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 962178 4355031

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pruitt

ORDER DATE : September 15, 1998

ORDER TIME : 10:17 AM

ORDER NO. : 962178-005

CUSTOMER NO: 4355031

CUSTOMER: Debra J. Pruitt, Legal Asst
Bingham Dana LLP
1200 19th Street, N.W.
Suite# 400
Washington, DC 20036

*Merger &
Name
Change*

RECEIVED
98 SEP 16 AM 11:30
DIVISION OF CORPORATION

ARTICLES OF MERGER

600002640786--0

PRINCETON CAPITAL CORPORATION

INTO

PRINCETON CAPITAL OF FLORIDA,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

Don
9/17/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

PRINCETON CAPITAL CORPORATION, a Florida corporation P26528

INTO

PRINCETON CAPITAL OF FLORIDA, INC. which changed its name to
PRINCETON CAPITAL CORPORATION, a Florida corporation, P98000060395

File date: September 16, 1998

Corporate Specialist: Annette Hogan

FL

98 SEP 16 PM 12:04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
PRINCETON CAPITAL CORPORATION
AND
PRINCETON CAPITAL OF FLORIDA, INC.

To the Secretary of State for the
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, Section 607.1105, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging Princeton Capital Corporation, a corporation organized and existing under the laws of the District of Columbia, with and into Princeton Capital of Florida, Inc., a corporation organized and existing under the laws of the State of Florida.

2. The merger of Princeton Capital Corporation with and into Princeton Capital of Florida, Inc. is permitted by the laws of the District of Columbia and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Princeton Capital Corporation was August ~~20~~ 1998.

3. The shareholders of Princeton Capital of Florida, Inc. who were entitled to vote on the merger approved and adopted the aforesaid Plan of Merger by written consent dated as of August ~~20~~ 1998, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. on August ~~20~~ 1998.

PRINCETON CAPITAL CORPORATION

Date: August 20, 1998

By: Jeffrey R. Reider
Jeffrey R. Reider, President

PRINCETON CAPITAL OF FLORIDA,
INC.

Date: August 20, 1998

By: 
Jeffrey R. Reider, President

EXHIBIT A

**PLAN OF MERGER
OF
PRINCETON CAPITAL CORPORATION
AND
PRINCETON CAPITAL OF FLORIDA, INC.**

See attached.

(FL)

**PLAN OF MERGER FOR
PRINCETON CAPITAL CORPORATION
AND
PRINCETON CAPITAL OF FLORIDA, INC.**

PLAN OF MERGER adopted with respect to PRINCETON CAPITAL CORPORATION, a business corporation organized under the laws of the District of Columbia, by written consent of its sole shareholder and written consent of its Board of Directors in lieu of a special meeting, each dated August ~~20~~, 1998, and adopted by PRINCETON CAPITAL OF FLORIDA, INC., a business corporation organized under the laws of the State of Florida, by written consent of the Board of Directors in lieu of a special meeting on August ~~20~~, 1998. The names of the corporations planning to merge are Princeton Capital Corporation, a business corporation organized under the laws of the District of Columbia, and Princeton Capital of Florida, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Princeton Capital Corporation plans to merge is Princeton Capital of Florida, Inc. The merger outlined in this Plan of Merger is intended to qualify as a reorganization for purposes of changing the state of incorporation.

1. Princeton Capital Corporation and Princeton Capital of Florida, Inc., pursuant to the provisions of the laws of the District of Columbia and the provisions of the Florida Business Corporation Act, shall be merged into a single corporation, to wit, Princeton Capital of Florida, Inc., which shall be the surviving corporation at the effective time and date of the merger (hereinafter sometimes referred to as the "surviving corporation") and shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Princeton Capital Corporation, which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the District of Columbia.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation, except that Article First thereof, relating to the name of the surviving corporation, is hereby amended and changed to read as follows at the effective time of the merger:

"First: The corporate name for the corporation is Princeton Capital Corporation".

Said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers of the surviving corporation at the effective time and date of the merger shall be the members of the initial Board of Directors and shall serve as the initial officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective date and time of the merger shall at the effective date and time of merger be converted into one (1) share~~s~~ of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the District of Columbia, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

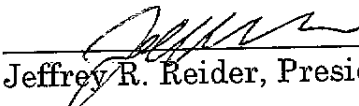
7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the District of Columbia and in the event that the Plan of Merger shall have been approved in the manner prescribed by the provisions of the Florida Business Corporation Act by the shareholders of the surviving corporation entitled to vote, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of each of the District of Columbia and the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the appropriate officers of the surviving corporation and the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

EXECUTED this 20th day of August, 1998.

PRINCETON CAPITAL CORPORATION

Date: August 20, 1998

By: 
Jeffrey R. Reider, President

PRINCETON CAPITAL OF FLORIDA,
INC.

Date: August 20, 1998

By: 
Jeffrey R. Reider, President