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FLORIDA DIVISION OF CORPORATIONS

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FROM: TRIPP, SCOTT, CONKLIN & SMITH
075350000065

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NAME: AT GLOBAL, INC.

AUDIT NUMBER.....H98000014932

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 12, 1998

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SUBJECT: AT GLOBAL, INC.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The plan of merger must contain the manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	52.50
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	No Charge

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ARTICLES OF MERGER
Merger Sheet

MERGING:

AT GLOBAL, L.L.C.

,

INTO

AT GLOBAL, INC., a Florida corporation, P98000066433

File date: August 14, 1998

Corporate Specialist: Michelle Hodges

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ARTICLES OF MERGER
(Plan of Merger Attached)

of

AT GLOBAL, L.L.C., a Texas limited liability company

with and into

AT GLOBAL, INC., a Florida corporation

Pursuant to the provisions of (i) Article 10.01 of the Texas Limited Liability Company Act (the "Texas Act"), and (ii) Section 607.1108 of the Florida Business Corporation Act (the "Florida Act"), respectively, each of At Global, L.L.C., a Texas limited liability company (the "Merging Entity") and At Global, Inc., a Florida corporation (the "Surviving Entity") adopts the following Articles of Merger (the "Articles") and certifies as follow:

1. A Plan of Merger, a copy of which is attached hereto and incorporated herein by reference as Exhibit "A" (the "Plan"), has been approved and adopted by (i) the Merging Entity in accordance with the provisions of Article 10.02 of the Texas Act, and (ii) the Surviving Entity in accordance with Section 607.1108 of the Florida Act. The Plan provides for the merger (the "Merger") of the Merging Entity into the Surviving Entity, with the Surviving Entity being the surviving corporation in the Merger.
2. The Plan was (i) adopted by the Board of Directors, and approved by the shareholders, of the Surviving Corporation on August 11, 1998, and (ii) adopted and approved by the Members of the Merging Entity on August 11, 1998.
3. The effective date of the Merger shall be August 12, 1998.
4. The Surviving Entity shall be responsible for the payment of all fees and franchise taxes of the Merging Entity and will be obligated to pay such fees and taxes if same are not timely paid.
5. As to each entity that is a party to the Plan of Merger, the approval of the Plan of Merger and performance of its terms were duly authorized by all action required by the laws under which each entity was incorporated or organized and by its constituent documents.
6. These Articles may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same agreement.

Prepared by:

Scott J. Jordan, Esq.
Tripp Scott, P.A.
116 SE 6th Street, 15th Floor
Ft. Lauderdale, FL 33301
(954) 760-4917
Bar Number: 0066052

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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed this
11 day of August, 1998 by each of their duly authorized representatives.

AT GLOBAL, L.L.C., as the Merging Entity

By: Stephen C. Graham
Print Name: Stephen C. Graham
Title: President

AT GLOBAL, INC., as the Surviving Entity

By: Stephen C. Graham
Print Name: Stephen C. Graham
Title: President

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PLAN OF MERGER

This Plan of Merger (the "Plan"), having been adopted on August 11, 1998 by At Global, L.L.C., a Texas limited liability company (the "Merging Company"), and on August 11, 1998 by At Global, Inc., a Florida corporation (the "Surviving Corporation"), pertains to the merger of the Merging Company with and into the Surviving Corporation (the Merging Company and the Surviving Corporation shall be collectively referred to hereinafter as, the "Constituent Entities").

RECITALS

A. The Board of Directors and the Members (as hereinafter defined), as appropriate, of the Constituent Entities have determined that it is advisable and in the best interest of the Constituent Entities, and their shareholders and the Members, that the Merging Company be merged (the "Merger") with and into the Surviving Corporation on the terms and subject to the conditions set forth herein.

B. The Surviving Corporation was incorporated in the State of Florida on the 29th day of July, 1998 under the name At Global, Inc. and shall be the surviving corporation in the Merger.

C. The Merging Company was organized in the State of Texas on the 5th day of February, 1996 under the name At Global, L.L.C. and shall be the merging limited liability company in the Merger.

D. The Merging Company authorized and has issued one hundred percent (100%) of its membership interests (the "Membership Interests") to the following members in the following percentages:

1. Forty-five and one-half percent (45.5%) of the Membership Interests (the "Heusinkveld Interest") to Robert T. Heusinkveld;
2. Twenty-four and one-half percent (24.5%) of the Membership Interests (the "Smith Interest") to Martin B. Smith; and
3. Thirty percent (30%) of the Membership Interests (the "Graham Interest") to Stephen C. Graham.

D. The Surviving Corporation has authorized seven thousand five hundred (7,500) shares of common stock (the "Common Stock"), of which three thousand three hundred seventy-six (3,376) shares of Common Stock are currently issued and outstanding. The issued and outstanding Common Stock of the Surviving Corporation is the only shares of the capital stock of the Surviving Corporation outstanding and entitled to vote on the Merger.

Prepared by:

Scott J. Jordan, Esq.
Tripp Scott, P.A.
110 SE 6th Street, 15th Floor
Ft. Lauderdale, FL 33301
(954) 760-4917
Bar No. 0066052

ARTICLE I.
The Merger

At the Effective Time (as defined in Article III(A) hereof), the Merging Company shall be merged with and into the Surviving Corporation in accordance with the Florida Business Corporation Act (the "Florida Act") and the Texas Limited Liability Act (the "Texas Act"), and the separate existence of the Merging Company shall cease and the Surviving Corporation shall thereafter continue as the surviving corporation under the laws of the State of Florida.

A. At the Effective Time, the Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

B. At the Effective Time, the Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Florida Act and the Articles of Incorporation and Bylaws of the Surviving Corporation.

C. At the Effective Time, the Board of Directors of the Surviving Corporation shall be the Board of Directors of the Surviving Corporation, until their successors are duly elected and have qualified, and shall be those person identified on Exhibit "1," attached hereto and incorporated herein by reference.

D. At the Effective Time, the officers of the Surviving Corporation shall be the officers of the Surviving Corporation until their successors are duly elected and have qualified.

ARTICLE II.
Manner and Basis of Converting Ownership Interest and Other Rights

At the Effective Time, the Membership Interests shall be exchanged for the Common Stock in the following manner:

1. Robert T. Heusinkveld shall exchange the Heusinkveld Interest for one thousand five hundred thirty-five (1,535) shares of the Common Stock.
2. Martin B. Smith shall exchange the Smith Interest for eight hundred twenty-seven (827) shares of the Common Stock.
3. Stephen C. Graham shall exchange the Graham Interest for one thousand twelve (1,012) shares of the Common Stock.

Other than as set forth above, there are no rights to acquire interests, shares, obligations or other securities of the Merging Company or any of its members to be converted into rights to acquire interests, shares, obligations, other securities, cash or other property, in whole or in part, of the Surviving Corporation.

ARTICLE III.
Effect of Merger

A. The effective time of the Merger (the "Effective Time") shall be August 12, 1998.

B. At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Company shall vest in the Surviving Corporation, and all debts, liabilities, duties and obligations of the Merging Company shall become liabilities and obligations of the Surviving Corporation.

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EXHIBIT 1

Upon completion of the Merger, the Directors of the
Surviving Corporation are as follows:

Robert T. Heusinkveld

Martin B. Smith

Stephen C. Graham

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