

P99000024584

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Flex Acquisition, Inc. P99-86988
(Corporation Name) (Document #)

2. FlexRadio, Inc. P99-24584
(Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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*****78.75 *****78.75

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

merger
11-15-99
BKS

Examiner's Initials

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PROPERTY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLEX ACQUISITION, INC., a Florida corporation, P99000086988

INTO

FLEXRADIO, INC., a Florida entity, P99000024584

File date: November 15, 1999

Corporate Specialist: Doug Spitler

FILED

**STATE OF FLORIDA
ARTICLES OF MERGER**

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

of

**Flex Acquisition, Inc.,
a Florida corporation and wholly-owned subsidiary of
Miracom Corporation, a Nevada corporation,**

with and into

**FlexRadio, Inc.
a Florida corporation**

To the Secretary of State
State of Florida

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the corporations herein named do hereby adopt the following articles of merger.

1. The Plan of Merger, dated November 12, 1999 (the "Plan of Merger"), by and between Flex Acquisition, Inc., a Florida corporation ("Subsidiary") and a wholly-owned subsidiary of Miracom Corporation., a Nevada corporation ("Parent"), and FlexRadio, Inc., a Florida corporation ("Company"), a true and correct executed copy of which is attached hereto and made a part hereof as Exhibit A, and the Agreement and Plan of Merger, dated as of October 21, 1999 (the "Merger Agreement"), by and among Parent, Subsidiary, Company, and Shawn D. Lucas, Flex Technologies, Inc., Select Media, Inc. and Official Sports Management, Inc., together constituting all of the shareholders of the Company (the "Shareholders"), provide that Subsidiary shall merge with and into the Company, that the Company shall be the surviving entity on and after the Effective Date of the merger (as defined below).

2. The Plan of Merger and the Merger Agreement were duly adopted by the Board of Directors and the sole shareholder of the Subsidiary by unanimous written consent on November 12, 1999.

3. The Plan of Merger and the Merger Agreement were duly adopted by the Board of Directors and the shareholders of the Company by unanimous written consent on November 12, 1999.


4. The merger herein provided for shall take effect on November 15, 1999, provided that these Articles of Merger have been filed with the Secretary of State of the State of Florida by such date (the "Effective Date").

[Signatures on following page]

Executed the 12th day of November, 1999. _

"Subsidiary":

FLEX ACQUISITION, INC.

By: 
Shawn D. Lucas, President

"Company":

FLEXRADIO, INC.


By: 
Shawn D. Lucas, President

EXHIBIT A

PLAN OF MERGER

of

**Flex Acquisition, Inc.,
a Florida corporation,**

with and into

**FlexRadio, Inc.,
a Florida corporation**

This **PLAN OF MERGER** (hereinafter called the "Plan") dated this 12th day of November, 1999, by and between **Flex Acquisition, Inc.**, a corporation organized and existing under the laws of the State of Florida ("Flex Acquisition") and **FlexRadio, Inc.**, a corporation organized and existing under the laws of the State of Florida (the "Company" or "Surviving Corporation").

RECITALS

A. All of the outstanding shares of common stock, par value of \$.01 per share, of Flex Acquisition are owned by Miracom Corporation, a corporation organized and existing under the laws of the State of Nevada (the "Purchaser").

B. The board of directors of Purchaser, the board of directors and sole shareholder of Flex Acquisition, and the board of directors and shareholders of Company have determined that it is advisable and generally to the advantage and welfare of the respective corporations and their respective shareholders, that Flex Acquisition be merged with and into Company on the terms set forth in this Plan and in the Agreement and Plan of Merger dated as of October 21, 1999 by and among the Purchaser, Flex Acquisition, the Company, et al. (the "Merger Agreement").

C. The Plan and the Merger Agreement were duly adopted by the Board of Directors and the sole shareholder of Flex Acquisition by unanimous written consent on November 12, 1999. The Plan and the Merger Agreement were duly adopted by the Board of Directors and the shareholders of the Company by unanimous written consent on November 12, 1999.

NOW, THEREFORE, Flex Acquisition and Company, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable statutes of Florida, hereby agree as follows:

ARTICLE I

Corporate Existence of the Surviving Corporation

On the "Effective Date" (as defined below) of the merger (the "Merger"), Flex Acquisition shall be merged with and into the Company, and the Company shall be the surviving corporation. The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Company shall continue unaffected and unimpaired by the Merger; and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Flex Acquisition shall be merged with and into the Company and the Company shall be fully vested therewith. The separate existence of Flex Acquisition, except insofar as otherwise specifically provided by law, shall cease on the Effective Date of the Merger whereupon Company and Flex Acquisition shall be and become one single corporation.

ARTICLE II

Terms and Conditions of Merger

The terms and conditions of the Merger are the following:

A. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall continue as the Articles of Incorporation of the Surviving Corporation.

B. **By-Laws.** The By-Laws of the Surviving Corporation shall continue as the By-Laws of the Surviving Corporation.

C. **Directors.** The Surviving Corporation shall retain the same Directors who shall serve until their successors are duly elected and qualified under the By-Laws of the Surviving Corporation.

ARTICLE III

Conversion and Exchange of Shares

In respect of the Merger of Flex Acquisition into Surviving Corporation, each share of common stock of Flex Acquisition outstanding immediately prior to the Effective Date of the Merger shall be converted into and shall become one share of common stock of Surviving Corporation; and each share of common stock of Surviving Corporation issued and outstanding immediately prior to the Effective Date of the Merger shall be canceled and extinguished and converted into the right to receive a proportionate amount of the consideration payable in respect of all of the outstanding shares of the Surviving Corporation, which consideration consists of 6,200,000 shares of common stock, \$.001 par value, of the Purchaser.

ARTICLE IV


Effective Date of Merger

The Effective Date of the Merger shall be November 15, 1999, provided that the Articles of Merger have been filed with the Secretary of State of the State of Florida by such date.


[Signatures on following page]

IN WITNESS WHEREOF, the parties have caused this Plan to be signed by their respective officers thereunto duly authorized as of the day and year first above written.

Flex Acquisition, Inc.

By: 
Name: Shawn D. Lucas
Title: President

FlexRadio, Inc.

By: 
Name: Shawn D. Lucas
Title: President