



P99000029885

FILED
02 JUN 19 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 629506 7127672
AUTHORIZATION : *Patricia Pizute*
COST LIMIT : \$ 78.75 +\$0.25

ORDER DATE : June 19, 2002

ORDER TIME : 1:39 PM

ORDER NO. : 629506-040

CUSTOMER NO: 7127672

CUSTOMER: Ms. Kay Mathura
Sba Network Services
5900 Broken Sound Parkway N.w.

Boca Raton, FL 33487

RECEIVED
02 JUN 19 PM 2:40
DEPARTMENT OF STATE
DIVISION OF CERTIFICATION
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

SBA/ATLANTIC TELCOM SERVICES,
INC.

EFFECTIVE DATE
07-31-02

INTO

3000005868433--4

SBA NETWORK SERVICES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX 2 CERTIFIED COPY

C. Coulliette JUN 19 2002

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

SBA/ATLANTIC TELCOM SERVICES, INC., a Maine corporation not qualified

INTO

SBA NETWORK SERVICES, INC., a Florida entity, P99000029885

File date: June 19, 2002, effective July 31, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 87.50

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
SBA Network Services, Inc.	Florida

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
SBA/Atlantic Telcom Services, Inc.	Maine

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 11:59 p.m. on July 31, 2002.

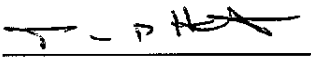
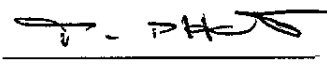
Fifth: Adoption of Plan of Merger by the surviving corporation:

The Board of Directors of the surviving corporation, which owns one hundred percent (100%) of the issued and outstanding capital stock of the merging corporation, adopted the Plan of Merger on June 18, 2002. Shareholder approval was not required for the merger.

Sixth: Adoption of Plan of Merger by the merging corporation:

The Board of Directors of the merging corporation adopted the Plan of Merger on June 18, 2002. Shareholder approval was not required for the merger.

Seventh SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
SBA Network Services, Inc.		Thomas P. Hunt, Senior Vice President
SBA/Atlantic Telcom Services, Inc.		Thomas P. Hunt, Senior Vice President

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SECRETARY OF STATE
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EFFECTIVE DATE
07-31-02

PLAN OF MERGER

The following plan of merger is submitted in compliance with Sections 607.1104 and 607.1107, Florida Statutes.

1. The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
SBA Network Services, Inc.	Florida

2. The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
SBA/Atlantic Telcom Services, Inc.	Maine

3. SBA Network Services, Inc., a Florida corporation owns one hundred percent (100%) of the issued and outstanding capital stock of the surviving and merging corporations.
4. On the effective date of the merger, each of the issued and outstanding shares of common stock of the merging corporation, and all rights in respect thereof, shall be canceled.
5. Other provisions relating to the merger are as follows:

(A) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the merging corporation shall be transferred to and vested in the surviving corporation without further act or deed, and all property (including real, personal and intellectual) of the merging corporation shall be the property of the surviving corporation.

(B) Assumption of Obligations. All obligations of the merging corporation shall become obligations of the surviving corporation.

(C) Effective Date. The merger shall become effective at 11:59 p.m. on July 31, 2002 (the "Effective Date").

(D) Board of Directors Approvals. The Boards of Directors of the surviving corporation and the merging corporation have approved this Plan of Merger and the filing of the Articles of Merger and all other documents or certificates required to be filed in any jurisdiction relating to the merger, each by Written Consent dated June 18, 2002.

(E) Articles of Incorporation. The Articles of Incorporation shall continue to be the Articles of Incorporation of said surviving corporation until further amended and changed in accordance with the provisions of the Florida Business Corporation Act.

(F) Bylaws. The Bylaws of the surviving corporation in effect currently and at and as of the Effective Date will remain the Bylaws of the surviving corporation without any modification or amendment in the merger.

(G) Officers and Directors. The directors and officers of the surviving corporation shall be those persons who were the members of the Board of Directors and the officers, respectively, of the surviving corporation immediately prior to the Effective Date and shall remain the directors and officers of the surviving corporation until their successors shall have been duly elected and qualified.

(H) Required Actions. SBA Network Services, Inc. shall take, or cause to be taken, all action required or advisable under the laws of the State of Florida to consummate and make effective the intent of this Plan of Merger.

(I) Dissenters' Rights. Because the surviving corporation is the sole shareholder of the merging corporation, there will not be dissenters' rights in connection with the merger.

(J) Mailing Requirement. SBA/Atlantic Telcom Services, Inc. waived the mailing requirement in Section 607.1104(3), Florida Statutes.