

P99000042141

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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-07/01/99--01014--017
*****78.75 *****78.75

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

Merger

1. ParaComm, Inc. P99-42141
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 7/1 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED
99 JUL -1 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<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

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

X00789,00135,00672
AAR
7/9/99
99 JUL -1 PM 12:05
RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

PARACOMM, INC., a Florida corporation P99000042141

INTO

PARACOMM, INC.. a Delaware corporation not qualified in Florida

File date: July 1, 1999

Corporate Specialist: Annette Ramsey



Resubmit

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 1, 1999

Please back date

Capitol Services
1406 Hays Street
Suite 2
Tallahassee, FL 32301

SUBJECT: PARACOMM, INC.
Ref. Number: P99000042141

We have received your document for PARACOMM, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not acceptable for imaging. We ask that you type or carefully print the information in the appropriate blocks.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 999A00034828

RECEIVED
99 JUL -8 PM 4:18
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
PARACOMM, INC.
a Florida corporation
INTO
PARACOMM, INC.
a Delaware corporation

99 JUL -1 PM 12:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida 1989 Business Corporation Act

The undersigned, being the President and Secretary of ParaComm, Inc., a Florida corporation ("ParaComm (FL)") and, the undersigned, being the President and Secretary of ParaComm, Inc., a Delaware corporation ("ParaComm (DE)"), do hereby set forth as follows:

FIRST: ParaComm (FL) and ParaComm (DE) entered into an Agreement and Plan of Merger ("Plan of Merger"), dated July 7, 1999, pursuant to which:

a. Effective as of July 7, 1999 (the "Effective Date"), ParaComm (FL) shall merge with and into its wholly-owned subsidiary, ParaComm (DE);

b. The separate existence of ParaComm (FL) shall cease;

c. ParaComm (DE), as the surviving corporation, shall continue its corporate existence under the laws of the State of Delaware under the name ParaComm, Inc.; and

(1) Each share of the Common Stock of ParaComm (DE), par value \$.01 per share, shall, by virtue of the merger and on the Effective Date, be cancelled and retired;

(2) Each share of stock of ParaComm (FL), issued and outstanding as of the Effective Date, by virtue of the merger and on the Effective Date, shall become and be converted into (without any action on the part of the holder thereof) one hundred (100) shares of fully paid and nonassessable Class A Common Stock of ParaComm (DE), which shares shall be the only

shares of Class A Common Stock of ParaComm (DE) issued and outstanding as of the Effective Date; and

(3) Each share of stock of ParaComm (FL) that shall be held by the ParaComm (FL) in its treasury on the Effective Date shall, by virtue of the merger and on the Effective Date, be cancelled and retired and cease to exist and all certificates representing such shares shall be immediately cancelled.

(4)

(5) SECOND: The merger is permitted by the laws of the State of Delaware and ParaComm (DE) is in compliance with such laws in effecting the merger.

(6)

(7) THIRD: The Plan of Merger was adopted by the Board of Directors and shareholders of ParaComm (FL) on June 29, 1999, and by the Board of Directors and sole shareholder of ParaComm (DE) on June 29, 1999.

(8)

(d) FOURTH: ParaComm (DE) hereby appoints the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation of the rights of dissenting shareholders of ParaComm (FL) against ParaComm (DE). The address to which the Secretary of State shall forward notice of such process is ParaComm, LLC, 295 East Highway, Suite 5, Clairmont, FL 34711.

(e) ParaComm (DE) agrees that it will promptly pay to the dissenting shareholders of ParaComm (FL) the amount, if any, to which they shall be entitled under the provisions of the laws of the State of Florida.

[The Remainder of the Page Intentionally Left Blank]

IN WITNESS WHEREOF, we hereto sign this certificate this 7 day of July
1999.

PARACOMM, INC., a Florida corporation **PARACOMM, INC.,** a Delaware corporation

By: 

Name: Don Johnson
Title: President

By: 

Name: Don Johnson
Title: President

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