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526 East Park Avenue

Tallahassee, Florida 32301

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UCC SERVICES

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814793/78.75-8

September 26, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Future Com South Florida, Inc. into: Digi Link Technologies, Inc.

Mersen

Filing Evidence

☐ Plain/Confirmation Copy

☒ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Certificate of Fictitious Name

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FILED
00 SEP 26 PM 4:10
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA 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 Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

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

RECEIVED
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DIVISION OF CORPORATION

ADR 9/27/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

FUTURE COM SOUTH FLORIDA, INC., a Florida corporation P99000072073

,

INTO

DIGI LINK TECHNOLOGIES, INC.. a Delaware corporation not qualified in
Florida

File date: September 26, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

These ARTICLES OF MERGER, dated as of September 22, 2000, provide for the merger of Future Com South Florida, Inc., a Florida corporation ("Future Com"), with and into Digi Link Technologies, Inc., a Delaware corporation ("Digi Link"), which shall be the surviving corporation, pursuant to Section 607.1107 of the Florida Business Corporation Act (the "Act").

ARTICLE I - PLAN OF MERGER

A copy of the Plan and Agreement of Merger pursuant to which Future Com will be merged with and into Digi Link is attached hereto as Exhibit A and incorporated herein by this reference.

ARTICLE II - EFFECTIVE DATE

The Merger of Future Com into Digi Link shall be effective as of the date of filing of these Articles of Merger with the Department of State of the State of Florida.

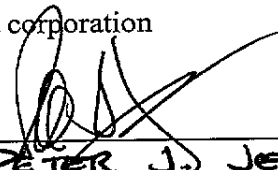
ARTICLE III - ADOPTION OF PLAN OF MERGER

A. The Plan and Agreement of Merger was adopted by the majority stockholder of Digi Link pursuant to written consent dated September 20, 2000.

B. The Plan and Agreement of Merger was adopted by the sole shareholder of Future Com pursuant to a written consent dated September 20, 2000.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of Future Com and Digi Link by their authorized officers as of the date first written above.

FUTURE COM SOUTH FLORIDA, INC.,
a Florida corporation

By: 
Name: PETER J. JEGOU
Title: CHAIRMAN & CEO

DIGI LINK TECHNOLOGIES, INC.,
a Delaware corporation

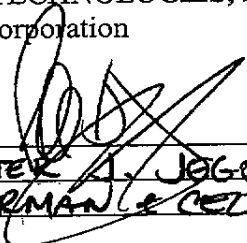
By: 
Name: PETER J. JEGOU
Title: CHAIRMAN & CEO

EXHIBIT A
AGREEMENT OF MERGER
OF
FUTURE COM SOUTH FLORIDA, INC.
(a Florida corporation)
WITH AND INTO
DIGI LINK TECHNOLOGIES, INC.
(a Delaware corporation)

Agreement of Merger entered into effective September 20, 2000 by FUTURE COM SOUTH FLORIDA, INC. ("Future Com"), a business corporation of the State of Florida, and approved pursuant to written consent its Board of Directors and sole shareholder on said date, and entered into effective September ~~21~~, 2000 by DIGI LINK TECHNOLOGIES, INC. ("Digi Link"), a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS Future Com is a business corporation of the State of Florida with its principal registered office therein located at 5440 N. W. 33 Avenue, Suit 104, City of Fort Lauderdale, County of Broward; and

WHEREAS the total number of shares of stock which Future Com has authority to issue is 5,000, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS Digi Link is a business corporation of the State of Delaware with its registered office therein located at 15 East North Street, City of Dover, County of Kent; and

WHEREAS the total number of shares of stock which Digi Link has authority to issue is 500,000,000, all of which are of one class and of a par value of \$0.001 each; and

WHEREAS the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS the Delaware General Corporation Law permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS Future Com and Digi Link and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective

stockholders to merge Future Com with and into Digi Link pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Delaware General Corporation Law upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Future Com and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Digi Link and approved by a resolution adopted by its Board of Directors, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Future Com and Digi Link shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Delaware General Corporation Law, be merged with and into a single corporation, to wit, Digi Link, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Delaware General Corporation Law. The separate existence of Future Com, which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. Attached hereto and made a part hereof is a copy of the Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of said surviving corporation until further amended and changed pursuant to the provisions of the Delaware General Corporation Law.

3. The present by-laws of the surviving corporation will be the by-laws 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 Delaware General Corporation Law.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first 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 by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into an equivalent number shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.


6. In the event that this Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the Delaware General Corporation Law, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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 Agreement of Merger or of the merger herein provided for.

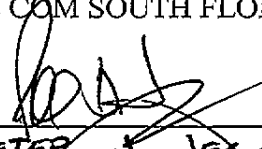
IN WITNESS WHEREOF, this Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Executed on this 22nd day of September, 2000.

DIGI LINK TECHNOLOGIES, INC.

By: 
Name: PETER J. JEGOU
Title: CHAIRMAN AND CEO

FUTURE COM SOUTH FLORIDA, INC.

By: 
Name: PETER J. JEGOU
Title: CHAIRMAN AND CEO