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CONTACT: YOLANDA A TULLO
PHONE: (813)253-2020

ACCT#: 072731001155

FAX #: (813)251-6711

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Merger
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**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

DIGITAL FACILITIES, INC., a Florida corporation, P93000000721

INTO

COMMUNICATIONS EQUIPMENT SOURCE, INC., a Florida corporation,
S47746.

File date: January 30, 1998 , effective February 1, 1998

Corporate Specialist: Darlene Connell

H98000002078 7

ARTICLES OF MERGER
MERGING DIGITAL FACILITIES, INC.
INTO COMMUNICATIONS EQUIPMENT SOURCE, INC.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Statutes (1995), the undersigned corporations adopt the following Articles of Merger for the purpose of merging DIGITAL FACILITIES, INC., a Florida corporation, into COMMUNICATIONS EQUIPMENT SOURCE, INC., a Florida corporation.

EFFECTIVE DATE
2-1-98

1. A copy of the Agreement and Plan of Merger (the "Plan") is attached hereto as Exhibit "A" and incorporated fully herein by this reference.
2. This merger shall become effective on February 1, 1998.
3. The Plan was approved and adopted by the shareholders and Board of Directors of DIGITAL FACILITIES, INC., on the 22nd day of January, 1998.
4. The Plan was approved and adopted by the Board of Directors of COMMUNICATIONS EQUIPMENT SOURCE, INC., on the 20th day of January, 1998, and the approval of the shareholders of COMMUNICATIONS EQUIPMENT SOURCE, INC., was not required.

IN WITNESS WHEREOF, the constituent corporations have executed these Articles of Merger by and through their respective duly authorized officers this 20th day of January, 1998.

DIGITAL FACILITIES, INC.

By: 

David W. Reid, President

COMMUNICATIONS EQUIPMENT SOURCE, INC.

By: 

Thomas D. Bunch, President

Craig E. Behrenfeld, Esq.
BARNETT, BOLT, KIRKWOOD & LONG
601 Bayshore Blvd., Suite 700
Tampa, FL 33606
813-253-2020
Fla. Bar No. 0964750

H98000002078 7

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EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Plan") is adopted this 20th day of January, 1998, by COMMUNICATIONS EQUIPMENT SOURCE, INC., a Florida corporation (hereinafter referred to alternatively as "CES" or the "Surviving Corporation"), and DIGITAL FACILITIES, INC., a Florida corporation (hereinafter referred to as "Digital").

WHEREAS, to achieve administrative and operating economies, and to eliminate duplicative overhead expenses, the constituent corporations desire to merge on the terms hereinafter set forth.

NOW, THEREFORE, in consideration of the foregoing premises, CES and Digital hereby agree as follows:

1. The Merger.

(a) Effect of Merger. On the Effective Date (as defined in paragraph 3(a) of this Plan), Digital will be merged with and into CES, pursuant to and in accordance with Section 607.1101 of the Florida Statutes (1995) and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. The separate existence of Digital shall thereupon cease, and CES, as the Surviving Corporation, shall be fully vested in the rights, privileges, immunities, powers and franchises of Digital, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Florida Statutes (1995).

(b) Further Assurances. From time to time as and when requested by CES or its successors or assigns, the officers and directors of Digital last in office shall execute and deliver such deeds and other instruments and shall take or cause to be taken such other actions as shall be necessary to vest or perfect in or to confirm of record or otherwise CES's title to, and possession of,

H98000002078 7

H98000002078 7

all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Digital, and otherwise to carry out the purposes of this Plan.

(c) Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of CES, as amended and in effect immediately prior to the Effective Date shall, without any amendments, be the Articles of Incorporation and Bylaws of the Surviving Corporation until further amended as provided by law.

(d) Officers and Directors. The officers and directors of CES in office on the Effective Date shall remain the officers and directors of the Surviving Corporation for their remaining term and until their successors are duly appointed and qualify.

2. Treatment of Shares.

(a) CES. Each share of CES capital stock issued and outstanding prior to the Effective Date and all rights in respect thereof shall be unaffected by the merger and shall, upon the Effective Date, remain issued and outstanding, fully paid and non-assessable.

(b) Digital.

(i) On the Effective Date, each share of Digital common stock issued and outstanding immediately prior to the Effective Date will, by virtue of the merger and without any action on the part of CES, be canceled.

(ii) After the Effective Date, no share of capital stock of Digital will be deemed to be issued or outstanding or to have any rights other than those set forth above in this paragraph 2.(b).

(c) Surrender of Certificates. On or after the Effective Date, the holders of outstanding common stock of Digital will surrender to the Surviving Corporation the certificates evidencing their issued and outstanding capital stock of Digital for cancellation.

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3. General Provisions.

(a) Effective Date. The merger of Digital into CES will become effective (the "Effective Date") at 12:01 a.m. on February 1, 1998.

(b) Choice of Law. This Plan shall be governed by, and construed and enforced in accordance with, the laws of Florida, excluding the laws of Florida relating to the resolution of conflicts among laws of different jurisdictions.

(c) Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the merger abandoned (subject to contractual rights, if any) by the Board of Directors of either constituent corporation, notwithstanding favorable action by the shareholders of the respective constituent corporations.

IN WITNESS WHEREOF, the corporate parties hereto have caused this Agreement and Plan of Merger to be signed by their duly authorized officers on the date first written above.

ATTEST:

Secretary

COMMUNICATIONS EQUIPMENT SOURCE, INC.

By:

Thomas D. Brown, President

ATTEST:

Secretary

DIGITAL FACILITIES, INC.

By:

David W. Reid, President

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