

S55988

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MERGER OR SHARE EXCHANGE

FIRST FLORIDA ECHO INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FIRST ECHO HOLDINGS INC., a Delaware corporation, document number
F99000001676

INTO

FIRST FLORIDA ECHO INC., a Florida entity, S55988.

File date: December 17, 2002 , effective December 31, 2002

Corporate Specialist: Karen Gibson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF MERGER

**MERGER OF
FIRST ECHO HOLDINGS INC. (a Delaware corporation)
INTO
FIRST FLORIDA ECHO INC. (a Florida corporation)**

The undersigned corporations, in accordance with §607.1105 of the Florida Business Corporation Act, and Title 8, Section 252 of Delaware Corporation Laws, hereby adopt the following Articles of Merger:

ARTICLE I: PARTIES

The parties to these Articles of Merger (herein the "Articles of Merger") are First Echo Holdings Inc., a Delaware corporation (herein "FEH"), and First Florida Echo Inc., a Florida corporation (herein "Florida") (FEH and Florida together herein the "Merging Corporations").

ARTICLE II: SURVIVING CORPORATION

The corporation to survive the merger is First Florida Echo Inc., a Florida corporation which shall continue under the name of First Florida Echo Inc.

ARTICLE III: ARTICLES OF INCORPORATION

The Articles of Incorporation of Florida shall not be changed by virtue of the merger.

ARTICLE IV: TERMS AND CONDITIONS

A. The plan of merger (herein the "Plan of Merger") submitted to the members of the board of directors (herein the "Board of Directors") and shareholders (herein the "Shareholders") of the Merging Corporations is attached hereto as Exhibit "A".

B. These Articles of Merger and the Plan of Merger were unanimously adopted by the Shareholders of:

- (1) FEH on December 6, 2002; and
- (2) Florida on December 6, 2002.

ARTICLE V: ADOPTION

These Articles of Merger and the Plan of Merger were unanimously adopted by the Board of Directors of:

- (1) FEH on December 6, 2002; and
- (2) Florida on December 6, 2002.

Prepared by:
Robert Kapusta, Jr.
FBN: 441538
Fisher & Sauls, P.A.
100 Second Avenue South
St. Petersburg, Florida 33701
(727) 822-2033

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ARTICLE VI: STATEMENT AS TO SHARES

The manner in which the issued shares of FEH and Florida will be exchanged, classified or cancelled is as follows:

A. Each share of common stock of FEH outstanding prior to these Articles of Merger becoming effective shall be converted into one share of Florida, the surviving corporation upon these Articles of Merger becoming effective.

B. Each share of preferred stock of FEH stock outstanding prior to these Articles of Merger becoming effective shall be cancelled.

C. Each share of common stock of Florida outstanding prior to these Articles of Merger becoming effective shall be cancelled.

ARTICLE VII: EFFECTIVE DATE

The Certificate of Merger shall become effective at 11:59 p.m. on December 31, 2002.

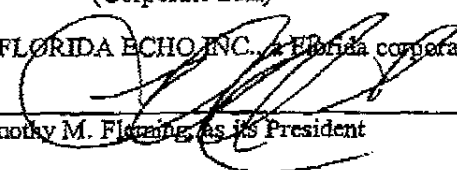
IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 6th day of December, 2002.

FIRST ECHO HOLDINGS INC., a Delaware corporation

By: 
Timothy M. Fleming, as its President

(Corporate Seal)

FIRST FLORIDA ECHO INC., a Florida corporation

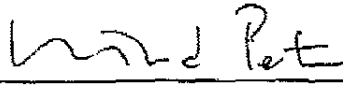
By: 
Timothy M. Fleming, as its President

(Corporate Seal)

THE REGIONAL MUNICIPALITY OF WATERLOO
PROVINCE OF ONTARIO

The foregoing instrument was acknowledged before me this 6th day of December, 2002 by Timothy M. Fleming, as President of First Echo Holdings Inc., a Delaware corporation, on behalf of the Corporation.

☒ Personally known
☐ Florida Driver's License
☐ Other Identification
☐ Produced


Signature
Notary Public for the Province of Ontario whose
commission does not expire

W. David Petras
Print or type name of Notary

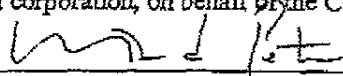
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THE REGIONAL MUNICIPALITY OF WATERLOO
PROVINCE OF ONTARIO

The foregoing instrument was acknowledged before me this 6th day of December, 2002 by Timothy M. Fleming, as President of First Florida Echo Inc., a Florida corporation, on behalf of the Corporation.

X Personally known
 Florida Driver's License
 Other Identification
Produced


Signature
Notary Public for the Province of Ontario whose
commission does not expire

W. David Petras
Print or type name of Notary

(SEAL)

Exhibits: "A" - Plan of Merger

**PLAN OF MERGER
OF
FIRST ECHO HOLDINGS INC., a Delaware corporation
INTO
FIRST FLORIDA ECHO INC., a Florida corporation**

The following plan of merger ("Plan of Merger") is hereby established in accordance with Florida Business Corporation Act.

1. Name of Corporations. The names of the corporations which are parties to this Plan of Merger are First Echo Holdings Inc., a Delaware corporation (herein "FEH"), which shall merge into First Florida Echo Inc., a Florida corporation (herein "Florida" or the "Surviving Corporation"). The corporation to survive the merger is First Florida Echo Inc., a Florida corporation, which shall continue under the name First Florida Echo Inc.

2. Terms and Conditions of Merger.

(A) Directors. The directors of First Echo Holdings Inc., a Florida corporation shall hold office as the directors of the Surviving Corporation until the first annual meeting of the shareholders of the Surviving Corporation when their respective successor(s) are elected or appointed in the manner provided in the Bylaws of the Surviving Corporation.

(B) Board of Directors' Meeting. The first regular meeting of the Board of Directors of the Surviving Corporation shall be held as soon as practicable after the effective date of the merger.

(C) Continuation of Officers. Upon the effective date of merger, all persons who are executive or administrative officers of Florida shall resign and the officers set forth in paragraph 2(D) shall be the officers of the Surviving Corporation subject to the Bylaws of the Surviving Corporation. The Board of Directors or the president of the Surviving Corporation may elect or appoint such additional officers as they may deem necessary, subject to the Bylaws of the Surviving Corporation.

(D) Names of Officers. The officers and directors of the Surviving Corporation who will continue to serve, are as follows:

Chairman:	Paul J. Motz
President:	Timothy M. Fleming
Vice President:	Sheri A. James
Secretary	Carol Ayers

(E) Effective Date of Merger.

(1) This Plan of Merger shall be submitted to the respective directors and shareholders of the constituent corporations as may be required by applicable law and the governing corporate documents of the constituent corporations and shall be adopted upon receipt of such vote as is required by applicable law and governing corporate documents.

(2) This Plan of Merger shall be deemed effective at such time as may be permitted by law and instructed by the Board of Directors of the constituent corporations.

(F) Effect of Merger.

(1) Surviving Corporation. The Surviving Corporation, shall, without other transfer, secede to and possess all of the rights, privileges, powers, immunities and franchises, both public and private, and shall be subject to all the restrictions, liabilities, obligations, disabilities and duties of FEH and all property, both real and personal, and all debts and liabilities due such corporations on whatever account, as well as all other causes of action and items or rights belonging to such corporations which shall be vested in the Surviving Corporation.

(2) Rights of Creditors. All of the rights of creditors and all liens upon any property of FEH shall be preserved, unimpaired, limited to the property effected by such liens at the time of merger, and all debts liabilities and duties of such corporations shall attach to the Surviving Corporation and may be entered against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(3) Delivery of Deeds and Instruments. From time to time, as requested by the Surviving Corporation, or by its successors or assigns, FEH shall execute and deliver or cause to be executed and delivered all deeds and other instruments, and shall take such other actions as the Surviving Corporation may deem necessary and desirable in order to more fully vest in the Surviving Corporation, title and possession of all of the property, rights, privileges, powers and franchises referred to in this Plan of Merger.

(G) Expenses of Merger. Florida shall pay all expenses associated with this Plan of Merger.

3. Manner and Basis of Converting Shares. The manner in which the issued shares of FEH and Florida will be exchanged, classified or cancelled is as follows:

(A) Each share of FEH common stock outstanding prior to the effective date of this Plan of Merger shall be converted into one share of Florida upon the effective date of the merger.

(B) Each share of FEH preferred stock outstanding prior to the effective date of this Plan of Merger shall be cancelled.

(C) Each share of common stock of Florida outstanding prior to this Plan of Merger becoming effective shall be cancelled upon the effective date of the merger.

4. Articles of Merger. FEH and Florida shall cause their respective corporate officers to execute and file, effective 11:59 p.m. December 31, 2002 with the appropriate government bodies, Articles of Merger reflecting this Plan of Merger.

The following acknowledge that the above is a true and correct copy of the Plan of Merger adopted by the board of directors of FEH, on December 6, 2002 and by the board of directors and shareholders of Florida on December 6, 2002.

DEC-17-2002 09:00

FISHER & SAULS P.A.

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FIRST ECHO HOLDINGS INC., a Delaware
corporation

By: 
Timothy M. Fleming, as its President

(Corporate Seal)

FIRST FLORIDA ECHO INC., a Florida corporation

By: 
Timothy M. Fleming, as its President

(Corporate Seal)

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