

V27761

CAPITAL CONNECTION, INC.

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*****70.00 *****70.00

Mesa Marketing Inc into
ARC Internet Publishing Co.

EFFECTIVE DATE
10/31/97

Art of Inc. File _____
LTD Partnership File Mesa

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

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Document Examiner	DK
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RECEIVED
97 OCT 30 AM 9:53
DIVISION OF CORPORATION

FILED
97 OCT 30 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature _____

Requested by: DK 10/30 9:15
Name Date Time

Walk-In _____ Will Pick Up _____

V27761

ARTICLES OF MERGER
Merger Sheet

MERGING:

MESA MARKETING, INC., a Florida corporation V27761
,

INTO

ARC INTERNET PUBLISHING CORPORATION, a New Jersey corporation not
qualified in Florida.

File date: October 30, 1997, effective October 31, 1997

Corporate Specialist: Annette Hogan

EFFECTIVE DATE
10/31/97

ARTICLES OF MERGER OF
MESA MARKETING, INC. INTO
ARC INTERNET PUBLISHING CORPORATION

FILED
OCT 30 1997
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the New Jersey Business Corporation Act and the Florida Business Corporation Act, the undersigned corporations, Arc Internet Publishing Corporation, a New Jersey corporation (which is a wholly owned subsidiary of Arc Slide Technologies Ltd., which in turn is a wholly owned subsidiary of Arc Communications Inc.), and Mesa Marketing, Inc., a Florida corporation, adopt the following Articles of Merger for the purpose of merging Mesa Marketing, Inc. into Arc Internet Publishing Corporation:

Plan of Merger

1. The Plan of Merger provides for the merger of Mesa Marketing, Inc. into Arc Internet Publishing Corporation as a statutory merger pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986. In exchange for their shares of stock in Mesa Marketing, Inc., the shareholders of Mesa Marketing, Inc. shall receive in the merger a total of one (1) share of common stock of Arc Internet Publishing Corporation, which shall be simultaneously exchanged for one (1) share of common stock of Arc Slide Technologies Ltd., which shall be simultaneously exchanged for a total of 100,000 shares of common stock of Arc Communications Inc.

Adoption of Plan

2. (A) There are 100 shares of common stock, each of no par value, of Arc Internet Publishing Corporation issued and

outstanding that were entitled to vote on the Plan of Merger. 100 shares were voted in favor of the Plan of Merger and -0- shares were voted against the Plan of Merger, by unanimous consent of shareholders in lieu of special meeting of the shareholders of Arc Internet Publishing Corporation held on October 13, 1997.

(B) There are 100 shares of common stock, each of \$1.00 par value, of Mesa Marketing, Inc. issued and outstanding that were entitled to vote on the Plan of Merger. 100 shares were voted in favor of the Plan of Merger, and -0- shares were voted against the Plan of Merger, by unanimous consent of shareholders in lieu of special meeting of the shareholders of Mesa Marketing, Inc. held on October 7, 1997.

3. (A) The Plan of Merger was approved by the Board of Directors of Mesa Marketing, Inc. by unanimous consent of Directors in lieu of special meeting of the Board of Directors held on October 7, 1997.

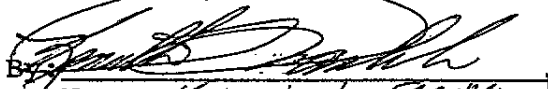
(B) The Plan of Merger was approved by the Board of Directors of Arc Internet Publishing Corporation by unanimous consent of Directors in lieu of special meeting of the Board of Directors held on October 13, 1997.

Effective Date


4. The Plan of Merger shall be effective as of the close of business on October 31, 1997.

Each of the undersigned corporations has caused these Articles
of Merger to be signed as of October 29th, 1997.

MESA MARKETING, INC.

By: 
Name: KENNETH L. FRANKLIN
Title: President

ARC INTERNET PUBLISHING CORPORATION

By: 
Name: STEVEN H. MEYER
Title: President

(ARCSLIDE-9/23/97)
(MESAARC2.CER)