

AMERICAN TELNET

V36334

Legal & Business Affairs

December 30, 1997

Amendment Section
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

900002387629--6
-12/31/97--01081--001
****140.00 ****140.00

RE: Articles of Merger and Agreement and Plan of Merger

Dear Sir/Madam:

Enclosed please find Articles of Merger and Agreement and Plan of Merger to effectuate the merger between American TelNet, Inc., American Telnet Billing Services, Inc., Universal Telephonics, Inc. and North American Telnet, Inc. Additionally, enclosed please find a check in the amount of \$140.00 which represents the filing fee of \$35.00 for each of the above-mentioned companies.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

Gavin Kahn
VP of Business & Legal Affairs

GK/dd

VS JAN 2 1 1998

Merger

98 JAN 16 AM 9:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

V36334

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AMERICAN TELNET BILLING SERVICES, INC., a Florida corporation,
P93000034853

NORTH AMERICAN TELNET CORP., a Florida corporation, P94000052906

UNIVERSAL TELEPHONICS, INC., a Florida corporation, P93000050441

INTO

AMERICAN TELNET, INC., a Florida corporation, V36334.

File date: January 16, 1998

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1998

GAVIN KAHN
855 S.W. 78TH AVE.
PLANTATION, FL 33324

SUBJECT: AMERICAN TELNET, INC.
Ref. Number: V36334

We have received your document for AMERICAN TELNET, INC. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

All of the merging corporations were administratively dissolved September 26, 1997, therefore these corporations must be reinstated before your merger can be filed the fee to reinstate each corporation is \$750 see reinstatement forms attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 498A00001225

RECEIVED
93 JAN 15 AM 8:55
DIVISION OF CORPORATIONS

*Please
see
enclosed.*

ARTICLES OF MERGER

AND

AGREEMENT AND PLAN OF MERGER

FILED
98 JAN 16 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
9

This Articles of Merger and Agreement and Plan of Merger ("Articles of Merger") is made by and among American TelNet, Inc., a Florida corporation ("ATN" or "Surviving Corporation"), American TelNet Billing Services, Inc., a Florida corporation ("ATNBS"), North American Telnet, Corp., a Florida corporation ("NATN"), and Universal Telephonics, Inc., a Florida corporation ("UTI"). ATNBS, NATN, and UTI may sometimes hereinafter collectively be referred to as the "Non-Surviving Corporations." ATN and the Non-Surviving Corporations may sometimes hereinafter collectively be referred to as the "Constituent Corporations."

The effective date of the merger ("Merger") of the Non-Surviving Corporations with and into the Surviving Corporation shall be the date upon which this Articles of Merger is filed with the Secretary of State of the State of Florida, in accordance with Section 607.1105 of the Florida Business Corporation Act ("FCBA").

W I T N E S S E T H:

WHEREAS, ATN is a corporation duly organized and existing under the laws of the State of Florida and the authorized capital stock of ATN consists of 100 shares of common stock, \$1.00 par value ("ATN Common Stock").

WHEREAS, each of the Non-Surviving Corporations is a corporation duly organized and existing under the laws of the State of Florida and the authorized capital stock of each Non-Surviving Corporation consists solely of shares of common stock.

WHEREAS, the Constituent Corporations and each of their respective shareholders (hereinafter collectively referred to as the "Shareholders" and individually as a "Shareholder") have executed and entered into a certain Merger Agreement dated as of January 1, 1997 (the "Merger Agreement"), which sets forth certain representations, warranties, covenants and other agreements in connection with the transactions therein and herein contemplated and which contemplates the Merger in accordance with this Agreement of Merger; and

WHEREAS, the Boards of Directors of each of the Constituent Corporations have deemed the Merger advisable and in the best interests of each such corporation and their respective shareholders, and the Boards of Directors of each of the Constituent Corporations and all of the Shareholders of each of the Constituent Corporations have approved the Merger Agreement and this Agreement of Merger by unanimous written consent.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties hereto agree as follows:

ARTICLE 1

Upon the terms and subject to the conditions set forth herein and in the Merger Agreement, ATNBS, NATN, and UTI shall be merged with and into ATN upon filing of this Articles of Merger with the Secretary of State of the State of Florida in accordance with Section 607.1105 of the FBCA (the time of such filing may hereafter be referred to as the "Effective Time"). As of the Effective Time, the separate corporate existence of ATNBS, NATN, and UTI shall cease and ATN shall be the surviving corporation. The separate corporate existence of ATN shall continue unaffected and unimpaired by the Merger.

ARTICLE 2

2.1 The Articles of Incorporation of Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain in effect and be the Articles of Incorporation of Surviving Corporation at and after the Effective Time until duly amended in accordance with the FBCA.

2.2 The Bylaws of Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain in effect and be the Bylaws of Surviving Corporation at and after the Effective Time until duly amended in accordance with such Bylaws and applicable law.

ARTICLE 3

3.1 At the Effective Time, all shares of common stock of the Constituent Corporations (including ATN Common Stock) of each Shareholder, respectively, that are issued and outstanding immediately prior to the Effective Time shall without any action on the part of such Shareholders be converted into and be exchangeable by each Shareholder for that number of shares of ATN Common Stock set forth in the Merger Agreement with respect to each Shareholder.

3.2 Exchange of Stock.

3.2.1 As soon as practicable after the Effective Time and after surrender to the Surviving Corporation by a Shareholder of all certificates of Constituent Corporations registered in such Shareholder's name which prior to the Effective Time represented then outstanding shares of the Constituent Corporations, the Surviving Corporation shall issue and deliver to such Shareholder a certificate representing the shares of ATN Common Stock into which shares previously represented by the surrendered certificates shall have been converted at the Effective Time. Until surrendered as contemplated by the preceding sentence, the certificates of each Shareholder (in the aggregate), which immediately prior to the Effective Time represented all of

the then outstanding shares of the Constituent Corporations owned by such Shareholders, shall be deemed at and after the Effective Time to represent only the right to receive, upon such surrender, the certificates representing ATN Common Stock as contemplated by the preceding sentence.

3.2.2 No dividends or other distributions declared after the Effective Time with respect to shares of ATN Common Stock and payable to the holder of record thereof after the Effective Time shall be paid to the holder of any unsurrendered certificates representing shares of the Constituent Corporations of such holder which were outstanding immediately prior to the Effective Time, until all such certificates shall be surrendered as provided herein. Upon the surrender of all such outstanding certificates, however, there shall be paid to the record holder of the certificate representing ATN Common Stock issued in exchange for the shares of Constituent Corporations previously represented by the surrendered certificates, the aggregate amount of dividends and distributions, if any, which became payable after the Effective Time, subject in any case to any applicable escheat laws and unclaimed property laws. No interest shall be payable on or in respect of the payment of such dividends on surrender of outstanding certificates.

3.2.3 After the Effective Time, there shall be no further registration of transfers on the stock transfer books of the Surviving Corporation with respect to shares of any Constituent Corporation which were outstanding immediately prior to the Effective Time.

ARTICLE 4

When the Merger has been effected:

4.1 The separate existence of each of the Non-Surviving Corporations shall cease and the corporate existence and corporate identity of ATN shall continue as the Surviving Corporation.

4.2 ATN shall have the rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities, of a corporation under the FBCA.

4.3 ATN shall possess all of the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Corporations; and all property, real (immovable), personal (movable), intangible and mixed, and all debts due on whatever accounts, including subscriptions to shares, and all other causes of action, and all and every other interest, belonging to any of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in ATN without act or deed.

4.4 ATN shall be responsible and liable for all liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or threatened against either of the Constituent Corporations may be prosecuted as if such Merger had not taken

place or ATN may be substituted in its place. Neither the rights of creditors nor liens upon the property of any of the Constituent Corporations shall be impaired by the Merger.

ARTICLE 5

5.1 **Counterparts.** This Articles of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

5.2 **Dates of Shareholder Approval.** This Articles of Merger and Agreement and Plan of Merger, the Merger Agreement and the Merger were duly approved and adopted by the (i) unanimous written consent of all of the shareholders of ATN dated as of January 1, 1997; (ii) unanimous written consent of all of the shareholders of ATNBS dated as of January 1, 1997; (iii) unanimous written consent of all of the shareholders of NATN dated as of January 1, 1997; and (iv) unanimous written consent of all of the shareholders of UTI dated as of January 1, 1997.


5.3 **Dates of Board of Director Approval.** This Articles of Merger and Agreement and Plan of Merger, the Merger Agreement and the Merger were duly approved and adopted by the unanimous written consent of the Board of Directors of ATN dated as of January 1, 1997; (ii) unanimous written consent of the Board of Directors of ATNBS dated as of January 1, 1997; (ii i) unanimous written consent of all of the Board of Directors of NATN dated as of January 1, 1997; and (iv) unanimous written consent of all of the Board of Directors of UTI dated as of January 1, 1997.

IN WITNESS WHEREOF, each of the Constituent Corporations have caused this Articles of Merger and Agreement and Plan of Merger to be executed by their respective officers hereunto duly authorized.

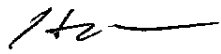
ATTEST:

By: 
Howard Markowitz, Secretary

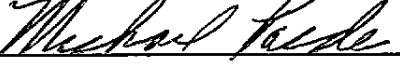
AMERICAN TELNET, INC., a Florida corporation

By: 
Michael Pardes, President

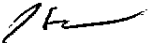
ATTEST:

By: 
Howard Markowitz, Secretary

AMERICAN TELNET BILLING SERVICES, INC., a Florida corporation

By: 
Michael Pardes, President


ATTEST:

By: 
Howard Markowitz, Secretary


NORTH AMERICAN TELNET, CORP.,
a Florida corporation

By: 
Michael Pardes, President

ATTEST:

By: 
Howard Markowitz, Secretary

UNIVERSAL TELEPHONICS, INC., a
Florida corporation

By: 
Michael Pardes, President