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PMRW LLP
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Division of Corporations

Page 1 of 1

Florida Department of State
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029604-000001

FILED
30 APR -3 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

CALLMATE TELECOM INTERNATIONAL, INC.

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$87.50

*Merger
KES
44 11*



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 4, 2000

CALLMATE TELECOM INTERNATIONAL, INC.
6625 SANTONA
CORAL GABLES, FL 33134US

SUBJECT: CALLMATE TELECOM INTERNATIONAL, INC.
REF: V53290

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1999 annual report/uniform business report. The entity must be reinstated before this document can be filed.

The total amount due to reinstate is \$900.00.

IN THE MERGER THE DATE OF ADOPTION MUST BE STATED FOR EACH CORPORATION.

THE DATE IS MISSING IN THE FIRST PARAGRAPH OF THE PLAN OF MERGER.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000014784
Letter Number: 000A00018421

ARTICLES OF MERGER
Merger Sheet

MERGING:

ZEE, INC., a Wyoming corporation, not qualified in Florida

INTO

CALLMATE TELECOM INTERNATIONAL, INC., a Florida entity, V53290

File date: April 3, 2000

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER
OF
ZEE, INC.
(A Wyoming Corporation)
INTO
CALLMATE TELECOM INTERNATIONAL, INC.
(A Florida Corporation)**

The Undersigned, being President of Callmate Telecom International, Inc. a Florida corporation, and the President of Zee, Inc., a Wyoming corporation, hereby certify as follows:

1. A merger has been approved by the boards of directors of Callmate Telecom International, Inc., a Florida corporation, and Zee, Inc., a Wyoming corporation. The date of adoption for each corporation was March 31, 2000.

2. No vote of Shareholders is necessary because 100% of the outstanding shares of Zee, Inc. are owned by Callmate Telecom International, Inc.

a) The corporation, Callmate Telecom International, Inc. is the sole survivor and the name of the corporation Callmate Telecom International, Inc.;

b) The Articles of Incorporation will not differ from Articles of Incorporation prior to merger;

c) Each shareholder of the corporation whose shares were outstanding immediately before the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations and relative rights immediately after the effective date of the merger;

d) The voting power of the number of shares outstanding immediately after the merger will not be changed from that existing prior to the merger since no shares are being issued as a result of the merger;

e) the number of participating shares outstanding immediately after the merger is the same as immediately before the merger and there will be no change in shares; and

f) The Board of Directors of each corporation has adopted a resolution approving the Plan of Merger, which is attached hereto as Exhibit A.

3) The merger shall be effective on March 31, 2000 or as soon thereafter as the Articles of Merger are filed with the Secretary of State of Wyoming.

Zee, Inc.

By: Larry S. Chopping Jr.

Callmate Telecom International, Inc.

By: _____

FILED
00 APR -3 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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04/04/00 TUE 13:11 FAX 2236317

PMRW LLP

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APR 03 '00 12:19 FR PMRW-LLP
FROM : CUMMINS
PMR 30 '00 12:50 FR PMRW-LLP

212 835 6213 TO 10264#29604#1#1B P.03/13
212 835 6213 TO 10264#30000#1#1B P.03/03

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**ARTICLES OF MERGER
OF
ZEE, INC.
(A Wyoming Corporation)
INTO
CALLMATE TELECOM INTERNATIONAL, INC.
(A Florida Corporation)**

The Undersigned, being President of Callmate Telecom International, Inc. a Florida corporation, and the President of Zee, Inc., a Wyoming corporation, hereby certify as follows:

1. A merger has been approved by the boards of directors of Callmate Telecom International, Inc., a Florida corporation, and Zee, Inc., a Wyoming corporation. The date of adoption for each corporation was March 31, 2000.

2. No vote of Shareholders is necessary because 100% of the outstanding shares of Zee, Inc. are owned by Callmate Telecom International, Inc.

a) The corporation, Callmate Telecom International, Inc. is the sole survivor and the name of the corporation Callmate Telecom International, Inc.;

b) The Articles of Incorporation will not differ from Articles of Incorporation prior to merger;

c) Each shareholder of the corporation whose shares were outstanding immediately before the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations and relative rights immediately after the effective date of the merger;

d) The voting power of the number of shares outstanding immediately after the merger will not be changed from that existing prior to the merger since no shares are being issued as a result of the merger;

e) the number of participating shares outstanding immediately after the merger is the same as immediately before the merger and there will be no change in shares; and

f) The Board of Directors of each corporation has adopted a resolution approving the Plan of Merger, which is attached hereto as Exhibit A.

3) The merger shall be effective on March 31, 2000 or as soon thereafter as the Articles of Merger are filed with the Secretary of State of Wyoming.

Zee, Inc.

By: _____

Callmate Telecom International, Inc.

By: _____

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** TOTAL PAGE.03 **

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04/04/00 TUE 13:11 FAX 2236317

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STATE OF COLORADO)
) ss.
COUNTY OF JEFFERSON)

On this ____ day of March, 2000, before me, a Notary Public, personally appeared _____, President of Zee, Inc., and executed on this date the foregoing instrument for the purposes therein contained, by signing on behalf of the above named corporations as a duly authorized officer.

INWITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

Address: _____

My Commission Expires:

1-27-01

STATE OF FLORIDA)
) ss.
COUNTY OF Bloward)

On this 30 day of March, 2000, before me, a Notary Public, personally appeared _____, President of Callmate Telecom International, Inc., and executed on this date the foregoing instrument for the purposes therein contained, by signing on behalf of the above named corporations as a duly authorized officer.

INWITNESS WHEREOF, I have hereunto set my hand and official seal.

Lara Sordano
Notary Public

Address: 1000 Oak Dr #320
 Ft. Lauderdale, FL 33334

My Commission Expires:

1-27-01



Lara Sordano
My Commission Expires
Expires January 27, 2001

Handwritten signature/initials

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STATE OF WYOMING)
) ss.
COUNTY OF NATRONA)

On this 30 day of March, 2000, before me, a Notary Public, personally appeared Barry S. Chapman, President of Zec, Inc., and executed on this date the foregoing instrument for the purposes therein contained, by signing on behalf of the above named corporations as a duly authorized officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Laurie M. Land
Notary Public

Address: 200 So Center St
Casper Wyo 82601

My Commission Expires:

July 15, 2001

STATE OF)
) ss.
COUNTY OF)

On this _____ day of March, 2000, before me, a Notary Public, personally appeared _____, President of Calimate Telecom International, Inc., and executed on this date the foregoing instrument for the purposes therein contained, by signing on behalf of the above named corporations as a duly authorized officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

Address: _____

My Commission Expires:

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Exhibit A

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan of Merger"), dated as of March 31, 2000, is among Zee, Inc., a Wyoming corporation ("Company"), and Callmate Telecom International, Inc., a Florida corporation (the "Parent") (collectively "Constituent Corporations").

WHEREAS, Parent owns 100% of the shares of the Company and the parties thereto have agreed to the merger of the Company with and into Parent; and

WHEREAS, Parent, as the sole shareholder of Company and, the respective Boards of Directors of Parent and the Company, have each approved the merger of the Company into Parent in accordance with the Florida Business Corporation Act (the "BCA") and

WHEREAS, this Plan of Merger shall be filed with Articles of Merger with the Secretaries of State of Florida and Wyoming in order to consummate the merger of the Company with and into Parent; and

WHEREAS, Parent and the Company have agreed to execute and file this Plan of Merger as provided under the Florida BCA and Wyoming law.

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, Parent and the Company hereby agree as follows:

1. The Merger. At the Effective Time (as defined in Section 1.3 hereof), in accordance with this Plan of Merger, and Wyoming Law and the BCA, the Company shall be merged (such merger being herein referred to as the "Merger") with and into the Parent, the separate existence of the Company shall cease, and Parent shall continue as the surviving corporation. Parent hereinafter sometimes is referred to as the "Surviving Corporation."

2. Effect of the Merger. When the Merger has been effected, the Surviving Corporation shall retain the name "Callmate Telecom International, Inc."; and the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and all debts due to either of the Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or

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otherwise, in any of such Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; but all rights of creditors and all liens upon any property of any of said Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. Consummation of the Merger. The parties hereto will cause the Merger to be consummated by filing with the Secretary of State of Florida and Wyoming an articles of merger and this Plan of Merger in such form as required by, and executed in accordance with, the relevant provisions of the Wyoming Law and the Florida ~~CEA~~ (the time of such filing being the "Effective Time" and the date of such filing being the "Effective Date").

BLA 4. Articles of Incorporation; Bylaws; Directors and Officers. The Articles of Incorporation and bylaws of the Surviving Corporation shall be identical with the Articles of Incorporation and bylaws of the Parent as in effect immediately prior to the Effective Time until thereafter amended as provided therein and under the Florida Law.

5. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of Parent, the Company or the holder of any of the shares (the "Shares") of common stock, (the "Common Stock") of the Company:

(a) Each Share issued and outstanding immediately prior to the Effective Time shall remain as issued and outstanding common stock of parent without change.

(b) Each Share which is held in the treasury of the Company or which is owned by any direct or indirect subsidiary of the Company shall be canceled and retired, and no payment shall be made with respect thereto.

(c) Each outstanding or authorized subscription, option, warrant, call, right (including any preemptive right), commitment, or other agreement of any character whatsoever which obligates or may obligate the Parent to issue or sell any additional shares of its capital stock or any securities convertible into or evidencing the right to subscribe for any shares of its capital stock or securities convertible into or exchangeable for such shares, if any, shall remain unchanged.

(d) Each share of Common Stock of Company issued and outstanding immediately prior to the Effective Time shall be retired into treasury, of the Surviving Corporation.

(e) No Fractional Shares and no certificates or scrip representing such fractional Merger Shares, shall be issued:

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FROM : CUMMINS-FILE
MAR 30 '00 18:00 FR PMRW-LLP
MAR 30 2000 23:23

PMRW LLP

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6. Taking of Necessary Action: Further Action. Each of Parent, , and the Company shall use all reasonable efforts to take all such actions as may be necessary or appropriate in order to effectuate the Merger under the Florida Law, Wyoming law or federal law as promptly as possible. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of the Agreement and to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of either of the Constituent Corporations, the officers and directors of the Surviving Corporation are fully authorized in the name of their corporation or otherwise to take, and shall take, all such lawful and necessary action.

IN WITNESS WHEREOF, Parent, Parent, and the Company have caused this Plan of Merger to be executed as of the date first above written.

CELLMATE TELECOM INTERNATIONAL, INC.
(A Florida corporation)

By: 

ZEE, INC.
(A Wyoming corporation)

By: _____

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6. Taking of Necessary Action: Further Action. Each of Parent, , and the Company shall use all reasonable efforts to take all such actions as may be necessary or appropriate in order to effectuate the Merger under the Florida Law, Wyoming law or federal law as promptly as possible. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of the Agreement and to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of either of the Constituent Corporations, the officers and directors of the Surviving Corporation are fully authorized in the name of their corporation or otherwise to take, and shall take, all such lawful and necessary action.

IN WITNESS WHEREOF, Parent, Parent, and the Company have caused this Plan of Merger to be executed as of the date first above written.

CELLMATE TELECOM INTERNATIONAL, INC.
(A Florida corporation)

By: _____

ZEE, INC.
(A Wyoming corporation)

By: Larry A. Chappin Jr.

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