

S02046



ACCOUNT NO. : 072100000032

REFERENCE : 478368 4331819

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ ~~35~~ 170

ORDER DATE : November 11, 1999

ORDER TIME : 10:33 AM

ORDER NO. : 478368-005

100003042551--5

CUSTOMER NO: 4331819

CUSTOMER: Joel Bernstein, Esq
Joel Bernstein, Esq., P.a.
Suite 604
11900 Biscayne Blvd.
Miami, FL 33181

ARTICLES OF MERGER

CALL NOW FLORIDA, INC.

INTO

CALL NOW NEVADA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS: _____

FILED
99 NOV 12 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 NOV 12 AM 11:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. COULLIETTE NOV 15 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

CALL NOW, INC., a Florida corporation, S02046

INTO

CALL NOW, INC., a Nevada corporation not qualified in Florida.

File date: November 12, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
CALL NOW, INC. (a Florida corporation)
INTO
CALL NOW, INC. (a Nevada corporation)

* * *

FILED
99 NOV 12 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act, CALL NOW, INC., a Florida corporation (hereinafter referred to as the "FLORIDA CALL NOW"), which owns all of the issued and outstanding shares of CALL NOW, INC., a Nevada corporation (hereinafter referred to as the "NEVADA CALL NOW"), hereby adopts the following Articles of Merger for the purpose of merging the FLORIDA CALL NOW into NEVADA CALL NOW, the latter of which shall be the surviving corporation.

1. The Plan of Merger in the form annexed hereto was duly adopted.


2. The Plan of Merger was duly approved by the common shareholders of CALL NOW FLORIDA, the only voting class entitled to vote on the Plan of Merger on October 28, 1999 and the number of shares voting to approve the merger was sufficient for approval. The Plan of Merger was duly approved by the shareholders of NEVADA CALL NOW on October 28, 1999 in the manner provided by the laws of the State of Nevada.

3. The date of the mailing to the sole shareholder of NEVADA CALL NOW of the copy of the Plan of Merger was October 28, 1999. FLORIDA CALL NOW as the sole shareholder of NEVADA CALL NOW, hereby waives the thirty-day notice requirement.

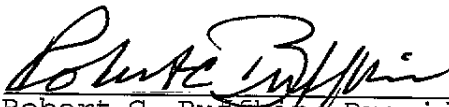
IN WITNESS WHEREOF, CALL NOW, INC. (Florida) and CALL NOW, INC. (Nevada) has caused these Articles of Merger to be duly

executed by their duly authorized officer on October 29, 1999.

CALL NOW, INC., a Florida
corporation

By: 
Robert C. Buffkin, President

CALL NOW, INC., a Nevada
corporation

By: 
Robert C. Buffkin, President

PLAN OF MERGER adopted by Call Now, Inc., a business corporation organized under the laws of the State of Florida (hereinafter referred to as "Call Now Florida") and by Call Now, Inc., a corporation for profit organized under the laws of the State of Nevada (hereinafter referred to as "Call Now Nevada").

1. Call Now Nevada and Call Now Florida shall, pursuant to the provisions of the laws of the State of Florida and the provisions of the General Corporation Law of the State of Nevada, be merged with and into a single corporation, to wit, Call Now Nevada, which shall be the surviving corporation when the merger becomes effective and which is sometimes hereinafter referred to as the "surviving corporation" and which shall continue to exist as said surviving corporation under its present name, Call Now, Inc., pursuant to the provisions of the General Corporation Law of the State of Nevada. The separate existence of Call Now Florida shall cease when the merger becomes effective in accordance with the laws of the State of Florida.

2. The Articles of Incorporation of Call Now Nevada when the merger becomes effective shall be the Articles of Incorporation of the surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Nevada.

3. The present bylaws of Call Now Nevada will be the bylaws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided.

4. The directors and officers in office of Call Now Nevada when the merger becomes effective shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of Call Now Nevada.

5. Each issued share of common stock of Call Now Florida when the merger takes effect shall be converted into one (1) share of common stock of Call Now Nevada. The issued shares of Call Now Nevada which are held by Call Now Florida shall be canceled when the merger takes effect. All outstanding options or warrants to purchase shares of Call Now Florida when the merger takes effect shall be exercisable for the same number of shares of Call Now Nevada as of the effective date of the merger.

6. The merger of Call Now Florida with and into Call Now Nevada shall be authorized in the manner prescribed by the laws of the State of Florida and the State of Nevada.

7. In the event that the merger of Call Now Florida with and into Call Now Nevada shall have been duly authorized in compliance with the laws of the State of Nevada and the State of Florida, Call

Now Nevada and Call Now Florida hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Nevada, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of Call Now Nevada and of Call Now Florida, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.