

# AUSLEY & McMULLEN

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July 23, 2002

## REVISED LETTER

### VIA HAND DELIVERY

Ms. Blanca S. Bayo  
Division of the Commission Clerk  
and Administrative Services  
Florida Public Service Commission  
2540 Shumard Oak Boulevard  
Tallahassee, FL 32399-0850

Re: NEFCOM Technologies, Inc. (Company Code TG-053)

Dear Ms. Bayo:

As the attached Articles of Merger show, NEFCOM Technologies, Inc. was merged into Northeast Florida Long Distance d/b/a NEFCOM Communications. Both NEFCOM Technologies, Inc. and Northeast Florida Long Distance d/b/a NEFCOM Communications are wholly owned subsidiaries of NEFCOM, Inc., so the merger did not involve a change in control of NEFCOM Technologies, Inc. On behalf of NEFCOM Technologies, Inc., I am requesting that the Commission update its records to reflect the above-described merger and to show Northeast Florida Long Distance d/b/a NEFCOM Communications as the holder of the PATS Certificate held by NEFCOM Technologies, Inc.

I have spoken with Nancy Pruitt about this matter and she is expecting this filing.

Please contact me if you have any questions about this request.

Sincerely,

J. Jeffrey Wahlen

JJW/jh

Enclosures

cc: Ms. Harriet Eudy  
Ms. Debi Nobles  
Ms. Nancy Pruitt

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## Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on March 20, 2002 effective April 1, 2002, for NORTHEAST FLORIDA LONG DISTANCE CO., INC., the surviving Florida entity, as shown by the records of this office.

The document number of this entity is P96000016505.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Twentieth day of March, 2002



CR2EO22 (1-99)

*Katherine Harris*

Katherine Harris  
Secretary of State

## ARTICLES OF MERGER

Pursuant to Sections 607.1101, 607.1103 and 607.1105 of the Florida Business Corporation Act, Northeast Florida Long Distance Co., Inc., a Florida corporation, NEFCOM Internet, Inc., a Florida corporation, NEFCOM Paging, Inc., a Florida corporation, NEFCOM PCS, Inc., a Florida corporation, and NEFCOM Technologies, Inc., a Florida corporation, adopt the following Articles of Merger for the purposes of merging NEFCOM Internet, Inc., NEFCOM Paging, Inc., NEFCOM PCS, Inc., and NEFCOM Technologies, Inc. (collectively the "**Merging Corporations**") into Northeast Florida Long Distance Co., Inc. ("**Surviving Corporation**"), which is to survive the merger.

### ARTICLE I

The exact name, street address of its principal office, jurisdiction and document number, and entity type for the **merging** parties are as follows:

**EFFECTIVE DATE**

04-01-02

<u>Name and Street Address</u>	<u>Jurisdiction: Document and FEI Nos.</u>	<u>Entity Type</u>
NEFCOM Internet, Inc. 130 North Fourth Street Macclenny, Florida 32063	Florida P96000016511 FEI No.: 59-3425075	Corporation
NEFCOM Paging, Inc. 130 North Fourth Street Macclenny, Florida 32063	Florida P96000016150 FEI No.: 59-3368417	Corporation
NEFCOM PCS, Inc. 130 North Fourth Street Macclenny, Florida 32063	P96000066339 FEI No.: 59-3425137	
NEFCOM Technologies, Inc. 130 North Fourth Street Macclenny, Florida 32063	Florida H71216 FEI No.: 59-2586300	Corporation

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TALLAHASSEE, FLORIDA

## **ARTICLE II**

The exact name, street address of its principal office, jurisdiction and document number, and entity type for the **surviving** party are as follows:

<b><u>Name and Street Address</u></b>	<b><u>Jurisdiction: Document and FEI Nos.</u></b>	<b><u>Entity Type</u></b>
Northeast Florida Long Distance Co., Inc. 130 North Fourth Street Macclenny, Florida 32063	Florida P96000016505 FEI No. 59-3368556	Corporation

## **ARTICLE III**

The Plan of Merger is attached and made a part of these Articles of Merger.

## **ARTICLE IV**

The Articles of Merger and the Plan of Merger were approved by the sole shareholder and by the Board of Directors of the Surviving Corporation on March 15, 2002.

## **ARTICLE V**

The Articles of Merger and the Plan of Merger were approved by the sole shareholder and by the Board of Directors of: (a) NEFCOM Internet, Inc., on March 15, 2002, (b) NEFCOM Paging, Inc., on March 15, 2002, (c) NEFCOM PCS, Inc., on March 15, 2002, and (d) NEFCOM Technologies, Inc., on March 15, 2002.

## **ARTICLE VI**

The merger is permitted under the laws of the State of Florida and is not prohibited by the articles of incorporation of any corporation that is a party to the merger.

## ARTICLE VII

The merger shall become effective as of April 1, 2002.

## ARTICLE VIII

The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the Surviving Corporation and each of the Merging Corporations has caused these Articles of Merger to be duly executed by their respective officers.

### **NORTHEAST FLORIDA LONG DISTANCE CO., INC.**

By: Leon Conner  
Leon Conner, President

By: Evelyn H. Holland  
Evelyn H. Holland, Secretary/Treasurer

### **NEFCOM INTERNET, INC.**

By: Leon Conner  
Leon Conner, President

By: Evelyn H. Holland  
Evelyn H. Holland, Secretary/Treasurer

### **NEFCOM PAGING, INC.**

By: Leon Conner  
Leon Conner, President

By: Evelyn H. Holland  
Evelyn H. Holland, Secretary/Treasurer

### **NEFCOM PCS, INC.**

By: Leon Conner  
Leon Conner, President

By: Evelyn H. Holland  
Evelyn H. Holland, Secretary/Treasurer

**NEFCOM TECHNOLOGIES, INC.**

By: Leon Conner  
Leon Conner . President

By: Evelyn H. Holland  
Evelyn H. Holland, Secretary/Treasurer

## **PLAN OF MERGER**

This Plan of Merger is by and between Northeast Florida Long Distance Co., Inc., a Florida corporation ("**Surviving Corporation**"), and NEFCOM Internet, Inc., a Florida corporation, NEFCOM Paging, Inc., a Florida corporation, NEFCOM PCS, Inc., a Florida corporation, and NEFCOM Technologies, Inc., a Florida corporation (collectively the "**Merging Corporations**"). This Plan of Merger was adopted and approved by each party to the merger in accordance with Section 607.1103, Florida Statutes, and is being submitted in accordance with Section 607.1101, Florida Statutes. This Plan of Merger is dated March 15, 2002 and will be effective April 1, 2002.

### **WITNESSETH:**

WHEREAS, the parties hereto have deemed it advisable and in the best interests of each of the Corporations that each of the Merging Corporations merge with and into the Surviving Corporation upon the terms and subject to the conditions set forth herein and in accordance with the laws of the State of Florida.

NOW, THEREFORE, in consideration of the premises and of the respective representations, warranties, covenants, agreements and conditions contained herein, and in order to set forth the terms and conditions of the Merger and the mode of carrying the same into effect, the parties hereto hereby agree as follows:

1. The exact name, street address of its principal office, jurisdiction and document number, and entity type for the **merging** parties are as follows:

<b><u>Name and Street Address</u></b>	<b><u>Jurisdiction: Document and FEI Nos.</u></b>	<b><u>Entity Type</u></b>
NEFCOM Internet, Inc. 130 North Fourth Street Macclenny, Florida 32063	Florida P96000016511 FEI No.: 59-3425075	Corporation
NEFCOM Paging, Inc. 130 North Fourth Street Macclenny, Florida 32063	Florida P96000016150 FEI No.: 59-3368417	Corporation
NEFCOM PCS, Inc. 130 North Fourth Street Macclenny, Florida 32063	P96000066339 FEI No.: 59-3425137	
NEFCOM Technologies, Inc. 130 North Fourth Street Macclenny, Florida 32063	Florida H71216 FEI No.: 59-2586300	Corporation

2. The exact name, street address of its principal office, jurisdiction and document number, and entity type for the **surviving** party are as follows:

<b><u>Name and Street Address</u></b>	<b><u>Jurisdiction: Document and FEI Nos.</u></b>	<b><u>Entity Type</u></b>
Northeast Florida Long Distance Co., Inc. 130 North Fourth Street Macclenny, Florida 32063	Florida P96000016505 FEI No. 59-3368556	Corporation

3. The merger shall become effective ("**Effective Date**") on April 1, 2002.
4. Upon the Effective Date, NEFCOM Internet, Inc., NEFCOM Paging, Inc., NEFCOM PCS, Inc., and NEFCOM Technologies, Inc., shall be merged with and into Northeast Florida



Long Distance Co., Inc. The Surviving Corporation shall be Northeast Florida Long Distance Co., Inc.

5. The separate existence and corporate organization of each of the Merging Corporations shall cease upon the Effective Date and thereafter Northeast Florida Long Distance Co., Inc., shall continue as the surviving corporation and shall be governed by the laws of the State of Florida.

6. The corporate existence of Northeast Florida Long Distance Co., Inc., with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger. As the surviving corporation, Northeast Florida Long Distance Co., Inc., shall succeed to all the rights, privileges, immunities, franchises, property, debts, choses in action, liabilities and obligations, of a public as well as of a private nature, of each of the Merging Corporations, with the effect as set forth in the Florida Business Corporation Act.

7. Upon the Effective Date the directors of the Surviving Corporation shall be:

Leon Conner  
Johnny R. Ross  
Janet C. Easterday  
Shannon D. Conner

8. Upon the Effective Date, the officers of the Surviving Corporation shall be:

President:	Leon Conner
Secretary/Treasurer	Evelyn H. Holland

9. Upon the Effective Date, all of the issued and outstanding shares of the common stock of NEFCOM Internet, Inc., all of which are held by NEFCOM, Inc., shall be delivered to NEFCOM Internet, Inc., for cancellation. The Surviving Corporation shall issue fifty (50) shares of its common stock to NEFCOM, Inc., which is the sole shareholder of NEFCOM Internet, Inc.

10. Upon the Effective Date, all of the issued and outstanding shares of the common stock of NEFCOM Paging, Inc., all of which are held by NEFCOM, Inc., shall be delivered to NEFCOM Paging, Inc., for cancellation. The Surviving Corporation shall issue fifty (50) shares of its common stock to NEFCOM, Inc., which is the sole shareholder of NEFCOM Paging, Inc.

11. Upon the Effective Date, all of the issued and outstanding shares of the common stock of NEFCOM PCS, Inc., all of which are held by NEFCOM, Inc., shall be delivered to NEFCOM PCS, Inc., for cancellation. The Surviving Corporation shall issue fifty (50) shares of its common stock to NEFCOM, Inc., which is the sole shareholder of NEFCOM PCS, Inc.

12. Upon the Effective Date, all of the issued and outstanding shares of the common stock of NEFCOM Technologies, Inc., all of which are held by NEFCOM, Inc., shall be delivered to NEFCOM Technologies, Inc., for cancellation. The Surviving Corporation shall issue fifty (50) shares of its common stock to NEFCOM, Inc., which is the sole shareholder of NEFCOM Technologies, Inc.

13. Upon the Effective Date, the issued and outstanding common stock of the Surviving Corporation shall be issued and held as follows:

<b><u>Stock Issued To</u></b>	<b><u>Stock Certificate No.</u></b>	<b><u>No. of Shares Common Stock</u></b>
NEFCOM, Inc.	1 (issued in 1996)	50
NEFCOM, Inc. (the sole shareholder of NEFCOM Internet, Inc.)	2	50
NEFCOM, Inc. (the sole shareholder of NEFCOM Paging, Inc.)	3	50

NEFCOM, Inc. (the sole shareholder of NEFCOM PCS, Inc.)	4	50
NEFCOM, Inc. (the sole shareholder of NEFCOM Technologies, Inc.)	5	50

14. Articles of Merger shall be filed with the Secretary of State of the State of Florida, pursuant to Florida Statutes, Sections 607.1101, 607.1103, and 607.1105, on or before April 1, 2002, following approval of the Plan of Merger by the shareholders and by the Board of Directors of the Surviving Corporation and each of the Merging Corporations.

15. If at any time after the Effective Date, the officers or directors of the Surviving Corporation shall determine that any further deeds, bills of sale, assignments or assurances of law or any other things are necessary or desirable to vest, perfect or confirm, of record or otherwise in the Surviving Corporation, the right, title or interest in any property or right of any of the Merging Corporations, acquired or to be acquired by reason of, as a result of, or in connection with the merger, then the directors shall execute and deliver all such proper deeds, bills of sale, assignments and assurances of law and do any and all things necessary or proper to vest, perfect or confirm the right, title or interest in such property and rights in the Surviving Corporation and otherwise carry out the purposes of this Plan of Merger.

16. The Agreement and the transactions contemplated herein may be terminated at any time prior to the Effective Date.

IN WITNESS WHEREOF, the undersigned have executed and delivered this Plan of Merger as of the date first above written.

**NORTHEAST FLORIDA LONG  
DISTANCE CO., INC.**

By: Leon Conner  
Leon Conner, President

By: Evelyn H. Holland  
Evelyn H. Holland, Secretary/Treasurer

**NEFCOM INTERNET, INC.**

By: Leon Conner  
Leon Conner, President

By: Evelyn H. Holland  
Evelyn H. Holland, Secretary/Treasurer

**NEFCOM PAGING, INC.**

By: Leon Conner  
Leon Conner, President

By: Evelyn H. Holland  
Evelyn H. Holland, Secretary/Treasurer

**NEFCOM PCS, INC.**

By: Leon Conner  
Leon Conner, President

By: Evelyn H. Holland  
Evelyn H. Holland, Secretary/Treasurer

**NEFCOM TECHNOLOGIES, INC.**

By: Leon Conner  
Leon Conner, President

By: Evelyn H. Holland  
Evelyn H. Holland, Secretary/Treasurer