UNITED STATES OF AMERICA, 672324
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, BOB TAFT, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 10 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 10th day of February A.D. 19 95

Bob Taft

BOB TAFT
Secretary of State

By: Jay Sollier

NOTICE: This is an official certification only when reproduced in red ink

ATTACHMENT D

Ameritel, Inc. Application for Consent to Pro Forma Assignment from
Ameritel, Inc. To Ameritel, Inc.

146A

File No.

00545-CL-AL-1-88

UNITED STATES OF AMERICA
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D. C. 20554

CONSENT TO ASSIGNMENT OF COMMON CARRIER RADIO STATION CONSTRUCTION PERMIT OR LICENSE

From (Assignor)	To (Assignee)
Ameritel, Inc.	Ameritel, Inc.

Nature of Service	Class of Station
Domestic Public Cellular Radio TelecommunicationsService	Cellular

Call Sign(s)	Station Location(s)	Authorization Number(s)
KNKA528	Daytona Beach, Florida MSA	22500-CL-CP-86

Under authority of the Communications Act of 1934, the consent of the Federal Communications Commission is hereby granted to the assignment of the above described authorization from the above named assignor to the above named assignee.

The Commission's consent to said assignment is based on the representations made by the assignor and/or assignee that the statements contained in, or made in connection with, the application are true and that the undertakings of the parties upon which this assignment is authorized will be carried out in good faith.

The actual assignment of the authorization(s), including delivery of said authorization(s) to the assignee, shall be completed within 45 days from the date hereof, and notice in letter form thereof shall forthwith be furnished the Commission by the assignee, showing when the acts necessary to give effect to the assignment have been completed. Upon furnishing the Commission with such written notice, assignee is authorized to begin the construction or operation of the station in accordance with all the terms and conditions of said authorization(s). This consent shall not authorize the construction nor operation of said station by assignee unless and until such notification has been forwarded to the Commission.

It is hereby directed that this consent, when effective, be attached to the above-described authorization(s), posted as required by the Commission's Rules and Regulations.

Dated January 29, 1988

FEDERAL COMMUNICATIONS COMMISSION

Cellular A/L

1/27/88

3C 1

LUKAS, McGOWAN, NACE & GUTIERREZ

CHARTERED

1819 H STREET N.W.
SEVENTH FLOOR
WASHINGTON D.C. 20006

(202) 857 3500

RUSSELL D. LUKAS
GERALD S. McGOWAN
DAVID L. NACE
THOMAS GUTIERREZ
GEORGE L. LYON, JR.
ELIZABETH R. SACHS
PAMELA L. GIST
ROBERT L. HOGGARTH*
MARJORIE J. GILLER*

*ADMITTED IN NEW YORK ONLY
*ADMITTED IN PENNSYLVANIA ONLY

CONSULTING ENGINEERS
THOMAS G. ADCOCK, P.E.
MEHRAN NAZARI
SHAHRAM HOJATI

OF COUNSEL
THOMAS E. RAW
†ADMITTED IN OHIO

TELECOPIER
(202) 842 4485

January 19, 1988

Kevin J. Kelley, Chief
Mobile Services Division
Common Carrier Bureau
Federal Communications Commission
Washington, D.C. 20554

RECEIVED
880119
FCC
FEE SECTION

Re: Ameritel, Inc.
Daytona Beach, Flor
File No. 22500-CL-P 146-A-86
Pro Forma Assignmen

Dear Mr. Kelley:

Transmitted herewith is an original and one copy of an FCC Form 490 Application for Assignment or Transfer of Control Under Part 22 regarding the referenced facilities. The application proposes the pro forma assignment of the subject facilities.

Should any questions arise with respect to this matter, please communicate directly with this office.

Very truly yours,

Thomas Gutierrez

TG:bd
Enclosure

FCC 490

FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

Approved by OMB 3060 0319 Expires 4 30-87

FCC Use Only
File No 00545-CL-AL-1-88

APPLICATION FOR ASSIGNMENT OR TRANSFER OF CONTROL UNDER PART 22

FEE NO: 02008670
FEE TYPE CBC
FEE AMT $200.00

INSTRUCTIONS

FCC 490 is not to be used for partial assignments, use FCC 401 for partial assignments

Complete an FCC 490 for each station for which assignment or transfer of control is sought

Submit two copies of FCC 490 to the Federal Communications Commission, Washington, D.C. 20554. Attach [illegible]

This form is in two parts

Part 1 is to be completed by assignor or transferor (the present permittee or licensee) wherever the legal right to construct or to control the use and operation of station is to be assigned or transferred by voluntary act, as by contract or other agreement, or by involuntary act such as death, legal disability, bankruptcy, or other legal proceedings

Part 2 is to be completed by assignee or transferee who is to obtain the legal right to construct or to control the use and operation of station, as a result of voluntary act (contract or other agreement), or involuntary act (death or legal disability) of grantee of permit or license, or by involuntary assignment of the physical property constituting the station under decree of a court in bankruptcy proceedings, or other court order, or by operation of law in any other manner

Part 1 To Be Completed By Assignor or Transferor

1 Name of Transferor or Assignor

Ameritel, Inc.

Mailing Street Address or P.O. Box, City, State and ZIP Code

1600 South Dixie Highway, Boca Raton, FL 33432

2 Name of Permittee or Licensee Appearing on Commission's Records

Ameritel, Inc.

Mailing Street Address or P.O. Box, City, State and ZIP Code

1600 South Dixie Highway, Boca Raton, FL 33432

RECEIVED
880119
FCC
FEE SECTION

3 Application is for

a X Assignment b Transfer of Control

4 Name of Assignee or Transferee

Ameritel, Inc.

5 Provide the following information for the facilities authorized to the assignor or transferor to construct and operate for which assignment or transfer of control is sought

(a) Nature of Service	(b) Call Sign	(c) Date of Authorization	(d) Attach as Exhibit 1 a copy of the current authorization and subsequent associated notifications (FCC 489)
1 X Cellular 2 Other	not yet assigned	March 26, 1987	

6 Give the file numbers, location numbers and frequencies of any locations of facilities covered by the call sign shown in Item 5 being assigned or transferred presently under construction or operational for less than one year

22500-CL-P-146-A-86 Daytona non-wireline cellular system

7 (a) Assignment or Transfer of Control will be accomplished by

1 X Sale or other transfer or assignment of stock (Complete Item 7(b))

2 ☐ Other (e.g., voting trust agreement, management contract, court order, etc.)

Pro Forma

(b) Shares

	Number of Shares	Classification (Common, Preferred, etc.)
Shares to be transferred		
Shares issued and outstanding	See Exhibit 2	
Shares authorized		

8. Certification

The undersigned represents that stock will not be delivered, or that the license will not be assigned, or that control will not be transferred until the Commission's consent has been received, that all the attached exhibits are a material part hereof and are incorporated herein as if set out in full in this application, and that all the statements made in Part 1 of this application are true, complete and correct to the best of his (her) knowledge and belief

I request that the Commission grant its written consent to the foregoing assignment or transfer of control

Date: 1-19-88

Signature of Authorized Officer or Agent (If signed by an agent other than the authorized officer or assignor transferor, power of attorney or other authority of agent to sign must be attached.)

Thomas E. Rawlings

Typed Name of Person Signing: Thomas E. Rawlings

Mailing Street Address or P.O. Box, City, State and ZIP Code: 1600 South Dixie Highway, Boca Raton, FL 33432

WILLFUL FALSE STATEMENTS MADE ON THIS APPLICATION ARE PUNISHABLE BY FINE AND IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)).

Part 2 To Be Completed by Assignee or Transferee

9 **Name of Assignee or Transferee** *(If a corporation, state corporate name; if a partnership, state names of all partners and the name under which the partnership does business; if an unincorporated association, state the name of an executive officer, the office held by him, and the name of the association. The same name or names should be signed in the place provided at the end of application, except that in the case of a partnership the application may be signed in the name of the partnership by one of the partners.)*

Ameritel, Inc.

Mailing Street Address or P.O. Box, City, State and ZIP Code

1600 South Dixie Highway, Boca Raton, FL 33432

10 (a) Is this application made for consent to voluntary or involuntary assignment of permit or license?

1 X Voluntary 2 ___ Involuntary *(Complete Item 10(b) and (c))*

(b) If name of licensee will change as a result of the proposed assignment or transfer, indicate name of new licensee

DNA

(c) Attach as Exhibit DNA a copy of court order or other legal instrument by which assignee or transferee has obtained the legal right to construct or to control the use and operation of station as a result of involuntary act of assignor.

Place an "X" in the appropriate column. YES NO

11 Does the applicant certify that it complies with Section 301(d) of the Communications Act of 1934, as amended, and Section 22.4 of the Commission's Rules regarding alien ownership and control? — NO: X

If NO, attach as Exhibit a statement describing applicant's ownership or control by aliens

12 If applicant is a corporation, is applicant directly or indirectly controlled by any other corporation? — YES: X

If YES, give name and address of such controlling corporations, including organization having ultimate control, in Exhibit

13 (a) Has the applicant been finally adjudged guilty by any federal court of unlawfully monopolizing, or attempting unlawfully to monopolize, radio communication directly or indirectly through control of manufacture or sale of radio apparatus, or through contracts or agreements, or any other means, or of unfair methods of competition? — X

(b) Is applicant directly or indirectly controlled by any party finally adjudged guilty as above stated? — X

14 Has the applicant or any party to this application had any station license or permit revoked or had any application for construction permit, license, or renewal denied by this Commission? — YES: X

If YES, attach as Exhibit a statement relating the facts

15 Has the applicant, or any party to this application, or any person directly or indirectly controlling the applicant ever been convicted of a felony by any state or federal court? — YES: X

If YES, attach as Exhibit a statement relating the facts

16 Is the applicant, or any person directly or indirectly controlling the applicant, presently a party in any pending matter referred to in Items 13, 14, 15? — YES: X

If YES, attach as Exhibit a statement relating the facts

17 Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? — X

18 Attach as Exhibit FCC 430 (Common Carrier and Satellite Radio Licensee Qualification Report) unless a current one is on file with the Commission. On File

19 List below the Exhibits that are attached to this application

Exhibit Number	Item No. of Form	Exhibit Number	Item No. of Form	Exhibit Number	Item No. of Form
1	5(D)				
	7(B)				

20 **Certification**

- The applicant waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests that written consent be granted to assign the construction permit or license hereinmentioned to the assignee.
- The assignee or transferee assumes all the obligations and liabilities and all the conditions imposed upon the assignor or transferor under the subject construction permit or license except that it shall not be liable for any act done by, or any right accrued or any suit or proceeding had or commenced against the assignor or transferor prior to the assignment or transfer of control.
- I certify that the statements in Part 2 are true, complete, and correct to the best of my knowledge and belief.

Date: 1-19-89

Signature: X Thomas E. Rawlings

Typed Name of Person Signing: Thomas E. Rawlings

Check the Appropriate Classification:

Individual Applicant | Member of Applicant Partnership | X Officer of Applicant Corporation or Association

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT. U.S. CODE, TITLE 18, SECTION 1001.

NOTICE: The information requested by this form will be used by Federal Communications Commission staff to determine eligibility for issuing authorizations in the use of frequency spectrum and to effect the provisions of regulatory responsibilities rendered the Commission by the Communications Act of 1934, as amended. Response to the information requested is required to obtain the requested authorization. Information requested by this form will be available to the public.

The foregoing Notice is required by the Privacy Act of 1974, P.L. 93-597, December 31, 1974, 5 U.S.C. 552a(e)(3), and the Paperwork Reduction Act

EXHIBIT 1

Before the
Federal Communications Commission
Washington, D.C. 20554

In re Application of

AMERITEL, INC File No 22500-CL-P-146 A-86

For a Construction Permit in the
Domestic Public Cellular Radio
Telecommunications Service for
the Daytona Beach, Florida MSA

MEMORANDUM OPINION AND ORDER

Adopted March 20, 1987; Released March 26, 1987

By the Chief, Mobile Services Division

1. The application of Ameritel, Inc (Ameritel) was selected first in the lottery conducted on May 5, 1986 for the non-wireline cellular authorization for the Daytona Beach, Florida MSA Lucas Cellular Communications Co (Lucas) and Dr Charles W. McGinnis (McGinnis)[1] applicants in the market, filed petitions to deny the application

2. Lucas alleges that Ameritel is not financially qualified because Ameritel calculated its operating costs to ensure that they were less than its net liquid assets as shown in its balance sheet. Moreover, Lucas maintains that Ameritel's projected costs are unreasonable on their face because they are less than the costs estimated by Lucas Accordingly, Lucas requests that either the application be rejected for lack of financial qualifications or that the issue be set for hearing

3. In reply, Ameritel denies that its costs were calculated to be lower than its assets In fact, Ameritel states that its cost projections were derived first and then it obtained funding in excess of these costs in order to have a financial cushion. Ameritel supports this claim by the fact that its cost projections for this system were based on those for its system in the Santa Rosa-Petaluma, California MSA That application was prepared prior to the Daytona Beach application

4. Moreover, Ameritel refutes Lucas' contention that its cost projections are unreasonable and that a hearing on the issue is necessary. As Ameritel explains, Lucas bases its claim merely on the fact that Lucas' cost projections are higher than those of Ameritel That fact alone, according to Ameritel, is insufficient cause to raise a financial issue in a hearing *See, e.g., Advanced Mobile Phone Service, Inc.* (Illinois), 91 FCC 2d 512, 518 (1982)

5. We find no reason to either conduct a hearing on the issue of Ameritel's financial qualifications or to reject the application on that basis Our review of Ameritel's cost projections indicates that they are reasonable In addition, there is no support for Lucas' contention that Ameritel tailored its figures to be lower than its net liquid assets Finally, the fact that Ameritel's projected costs are lower than Lucas' is of no decisional significance. "The general allegation that one applicant's estimated costs are lower than another's is insufficient to warrant the addition of a financial issue in a hearing as long as the estimated costs involved are not unreasonable on their face." *Advanced Mobile Phone Service, Inc.* (New York), 53 Rad. Reg 2d(P&F) 349, 353 (1983) *See also, Advanced Mobile Phone Service, Inc., supra, American Mobile Communications of Washington and Oregon*, 52 Rad. Reg 2d(P&F) 1520, 1525 (1983).

6. Ameritel challenges both petitioners' standing in this case as neither are among the top ten lottery winners Instead, each petitioner claims that it is an applicant in this market and that they are members of a settlement group, one of whose members was selected in the lottery We have held that an applicant in a market has standing under these circumstances. *Cell South*, DA 87-153 (released February 26, 1987). *James H. Summers*, DA 87-226 (released March 12, 1987).

7. After careful review of the application and associated pleadings, we find Ameritel qualified to become a Commission licensee

8. Accordingly, IT IS ORDERED that the Petitions to Deny filed by Lucas Cellular Communications Co and Dr Charles W McGinnis ARE DENIED.

9. IT IS FURTHER ORDERED that the application of Ameritel, Inc., File No. 22500-CL-P-146-A-86, IS GRANTED effective on the release date of this Order Construction is not authorized at any location for which a final Federal Aviation Administration determination has not been submitted to the Commission and any required marking and lighting specifications have not been issued by the Commission.

10. IT IS FURTHER ORDERED that all other non-wireline applications in this market ARE HEREBY DISMISSED.

11. This order is issued under Section 0.291 of the Commission's rules and is effective on its release date Petitions for Reconsideration under Section 1.106 or applications for review under Section 1.115 of the rules may be filed within 30 days of the date of Public Notice of the order. *See* Section 1.4(b)(2) of the rules.

FEDERAL COMMUNICATIONS COMMISSION

Kevin J Kelley
Chief, Mobile Services Division
Common Carrier Bureau

FOOTNOTE

[1] McGinnis' petition incorporated by reference all arguments raised by Lucas Therefore, we will refer only to the Lucas petition

Exhibit 2

The instant proposed assignment involves only an Ameritel, Inc. proposal to change its state of incorporation, from Ohio to Delaware. The change in its state of incorporation will be accomplished by a statutory merger, under Delaware and Ohio law, of the Ohio corporation into a Delaware Corporation formed for the sole purpose of receiving all the assets and liabilities of the Ohio corporation and thereby accomplish the change in state of incorporation.

There will be no de facto or de jure change in control of Ameritel, Inc. The shareholders of the Delaware Corporation and their respective ownership interests will be exactly the same as in the Ohio Corporation.

The purpose of the change is to permit the shareholders, officers and directors of the Ameritel, Inc. more liberal provisions of Delaware Corporate law.

ATTACHMENT E

Metrotec, Inc. Articles of Incorporation,
filed with the Secretary of State of Delaware on January 21, 1988

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "METROTEC, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JANUARY, A.D. 1988, AT 10 O'CLOCK A.M.

Edward J. Freel, Secretary of State

AUTHENTICATION: 7406340

DATE: 02-13-95

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FILED

JAN 21 1988

10AM

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CERTIFICATE OF INCORPORATION

OF

METROTEC, INC.

A STOCK CORPORATION

I, the undersigned, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the corporation (the "Corporation") is Metrotec, Inc.

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of common stock which the Corporation shall have authority to issue is 3,000. All such shares shall be no par common voting shares.

FIFTH: The name and mailing address of the incorporator is Thomas E. Rawlings, c/o Lukas, McGowan, Nace and Gutierrez, 1819 H Street, N.W., Suite 700, Washington, D.C. 20006.

SIXTH: The names and mailing addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of stockholders or until their successors are elected and qualified are as follows:

Thomas E. Rawlings
c/o Lukas, McGowan,
Nace & Gutierrez
1819 H Street, N.W.
Suite 700
Washington, D.C. 20006

Richard D. Rowley
c/o Radio Enterprises
of Ohio, Inc.
3226 Jefferson Road
Ashtabula, Ohio 44004

Gene A. Folden
c/o MetroGroup
1600 South Dixie Highway
P.O. Box 1796
Boca Raton, Florida 33432

David C. Rowley
c/o Radio Enterprises
of Ohio, Inc.
3226 Jefferson Road
Ashtabula, Ohio 44004

IN WITNESS WHEREOF, I the undersigned, being the incorporator hereinabove named, do hereby execute this Certificate of Incorporation this 20th day of January, 1988.

Thomas E. Rawlings
THOMAS E. RAWLINGS

ATTACHMENT F

Certificate of Agreement of Merger of Ameritel, Inc.
Into Metrotec, Inc, as of June 15, 1988

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"AMERITEL, INC.", A OHIO CORPORATION,

WITH AND INTO "METROTEC, INC." UNDER THE NAME OF "METROTEC, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF JUNE, A.D. 1988, AT 9 O'CLOCK A.M.

Edward J. Freel, Secretary of State

AUTHENTICATION: 7406339

DATE: 02-13-95

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-801670176

FILED

JUN 15 1988

PLAN AND AGREEMENT OF MERGER

BETWEEN

METROTEC, INC.

AND

AMERITEL, INC.

This Plan and Agreement of Merger made and entered into on the 21st day of January 1988, by and between Metrotec, Inc., a Delaware Corporation (herein sometimes referred to as the Delaware Corporation or Surviving Corporation), and Ameritel, an Ohio Corporation, (herein sometimes referred to as the Ohio Corporation), said corporations hereinafter sometimes referred to jointly as the Constituent Corporations.

WITNESSETH:

WHEREAS the Delaware Corporation is a Corporation organized and existing under the laws of the State of Delaware its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on January 21, 1988, and the registered office of the Delaware Corporation being located at 1209 Orange Street, in the City of Wilmington, County of New Castle, and the name of its registered agent in charge thereof being the Corporation Trust Center; and

WHEREAS the total number of shares of stock which the Delaware Corporation has authority to issue is 3,000, of which 100 shares are now issued and outstanding and are owned by the Ohio Corporation; and

WHEREAS the Ohio Corporation is a corporation organized and existing under the laws of the State of Ohio, its Articles of Incorporation having been filed in the office of the Secretary of State of the State of Ohio on the 21st day of February, 1986, and a Certificate of Incorporation having been issued by said Secretary of State on that date, said Certificate of Incorporation having been recorded in the office of the Recorder of Deeds of Summit County, Ohio, on the 21st day of February, 1986, and the registered office of the Ohio Corporation being located at C/O Hart, Rawlings and Burke One Cascade Plaza, 10th Floor, Akron, Ohio 44308, and its registered agent being Thomas E. Rawlings; and

WHEREAS the aggregate number of shares which the Ohio Corporation has authority to issue is 750 of which 32 shares are issued and outstanding; and

WHEREAS the board of directors of each of the Constituent Corporations deems it advisable that the Ohio Corporation be merged into the Delaware Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and Ohio respectively, which permit such merger;

NOW THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Delaware Corporation and the Ohio Corporation, by their respective board of directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

The Ohio Corporation and the Delaware Corporation shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Ohio and of the State of Delaware, by the Ohio Corporation merging into the Delaware Corporation, which shall be the Surviving Corporation.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of Ohio and of the State of Delaware (the time when the merger shall so become effective being sometimes herein referred to as the "EFFECTIVE DATE OF THE MERGER"):

1. The two Constituent Corporations shall be a single corporation, which shall be the Delaware Corporation as the Surviving corporation, and the separate existence of the Ohio Corporation shall cease except to the extent provided by the laws of the State of Ohio in the case of a corporation after its merger into another corporation.

2. The Delaware Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, as well of a public as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be

vested in the Surviving Corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger;

3. The Delaware Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgement as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the merger;

4. The aggregate amount of the net assets of the Constituent Corporations which was available for the payment of dividends immediately prior to the merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the Surviving Corporation;

5. The By-Laws of the Delaware Corporation as existing and constituted immediately prior to the effective date of merger shall be and constitute the by-laws of the Surviving Corporation;

6. The board of directors, and the members thereof, and the officers, of the Delaware Corporation immediately prior to the effective date of merger shall be and constitute the board of

directors, and the members thereof, and the officers of the Surviving Corporation.

ARTICLE III

The Certificate of Incorporation of the Delaware Corporation shall not be amended in any respect, by reason of this Agreement of Merger, and said Certificate of Incorporation, as filed in the office of the Secretary of State of the State of Delaware on the 21st day of January, 1988, shall constitute the Certificate of Incorporation of the Surviving Corporation until further amended in the manner provided by law, and is set forth in Exhibit A attached hereto and made a part of this Plan and Agreement of Merger with the same force and effect as if set forth in full herein. The Certificate of Incorporation as set forth in said Exhibit A and separate and apart from this Plan and Agreement of Merger may be certified separately as the Certificate of Incorporation of the Surviving Corporation.

ARTICLE IV

The manner and basis of converting the shares of each of the Constituent Corporations into shares of the Surviving Corporation is as follows:

1. The one hundred (100) common shares of stock of the Delaware Corporation now owned and held by the Ohio Corporation shall be cancelled and no shares of stock of the Delaware Corporation shall be issued in respect thereto, and the capital of the Delaware Corporation shall be deemed to be reduced by the

amount of One Thousand Dollars ($1,000.00), the amount represented by said one hundred (100) shares of stock.

2. Each of the 32 shares of the Ohio Corporation shall be converted into one fully paid and non-assessable share of capital stock of the delaware Corporation.

After the effective date of the merger, each owner of an outstanding certificate or certificates theretofore representing shares of the Ohio Corporation shall be entitled, upon surrendering such certificate or certificates representing the number of shares of stock of the Surviving Corporation into which the shares of the Ohio Corporation theretofore represented by the surrendered certificate or certificates shall have been converted as hereinbefore provided. Until so surrendered, each outstanding certificate which, prior to the effective date of the merger, represented shares of the Ohio corporation shall be deemed, for all corporate purposes, to represent the ownership of the company voting stock of the Surviving Corporation on the basis hereinbefore provided.

ARTICLE V

The Delaware Corporation, as the Surviving Corporation, shall pay all expenses of carrying this Agreement of Merger into effect and accomplishing the merger herein provided for.

ARTICLE VI

If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law are necessary or desirable to vest in the Surviving Corporation the

title to any property or rights of the Ohio Corporation, the proper officers and directors of the Ohio Corporation shall, and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan Agreement of Merger.

ARTICLE VII

This Plan and Agreement of Merger shall be submitted to the shareholders and stockholders of each of the Constituent Corporations, as provided by law, and shall take effect, and be deemed and be taken to be the Plan and Agreement of Merger of said corporations upon the approval or adoption thereof by the shareholders and stockholders of each of the Constituent Corporations in accordance with the requirements of the laws of the State of Ohio and the State of Delaware, respectively, and upon the execution, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the merger under the provisions of the applicable statues -f the State of Ohio and of the State of Delaware, as heretofore amended and supplemented.

Anything herein or elsewhere to the contrary notwithstanding, this Plan and Agreement of Merger may be abandoned by either of the Constituent Corporations by an appropriate resolution of its board of directors at any time prior to its approval or adoption by the shareholders and stockholders thereof, or by the mutual consent of the Constituent

Corporations evidenced by appropriate resolutions of their respective board of directors, at any time prior to the effective date of the Merger.

In WITNESS WHEREOF, the Delaware Corporation and the Ohio Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused this Plan and Agreement of Merger to be executed by the President and Attested by the Secretary of each party hereto, and the corporate seal affixed.

Metrotec, Inc.

Gene A. Folden, President

Attest:

Thomas E. Rawlings, Secretary

Ameritel, Inc.

Gene A. Folden, President

Attest:

Thomas E. Rawlings, Secretary

ATTACHMENT G

Articles of Incorporation of Ameritel, Inc., an Ohio Corporation
formed on July 16, 1993

HC647-1177

9307230140 1

ARTICLES OF INCORPORATION

- of -

AMERITEL, INC.

The undersigned, desiring to form a corporation for profit under the General Corporation Law of Ohio, does hereby certify:

FIRST: The name of the corporation is AMERITEL, INC.

SECOND: The place in Ohio where its principal office is located is Dayton, Montgomery County, Ohio.

THIRD: The purpose for which the corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The authorized number of shares of the corporation is One Thousand (1,000), all of which shall be designated Common Shares and shall be without par value.

FIFTH: When authorized by the affirmative vote of the Board of Directors, without the action or approval of the shareholders of the corporation, the corporation may purchase, or contract to purchase, at any time and from time to time, shares of any class issued by the corporation, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or any other securities of the corporation, for such prices and upon and subject to such terms and conditions as the Board of Directors may determine, provided that no such purchase shall be made, pursuant to any such contract or otherwise, if after such purchase the assets of the corporation would be less than its liabilities plus stated capital or if it is insolvent as defined in the General Corporation Law of Ohio or if there is reasonable ground to believe that by such purchase it would be rendered insolvent.

SIXTH: No holder of shares of any class of the corporation shall, as such holder, have any pre-emptive rights to subscribe for or purchase shares of any class now or hereafter authorized, or to purchase or subscribe for securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to subscribe for or purchase shares.

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SEVENTH: Notwithstanding any provision of the General Corporation Law of Ohio, now or hereafter in force, designating for any purpose the vote or consent of the holders of shares entitling them to exercise in excess of a majority of the voting power of the corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute, may be taken by the vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation or of such class or classes.

EIGHTH: No contract or transaction shall be void or voidable with respect to the corporation for the reason that it is between the corporation and one or more of its directors or officers, or between the corporation and any other person in which one or more of its directors or officers are directors, trustees, or officers, or have a financial or personal interest, or for the reason that one or more interested directors or officers participate in or vote at the meeting of the directors or a committee thereof which authorizes such contract or transaction, if in any such case (a) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the directors or the committee and the directors or committee, in good faith reasonably justified by such facts, authorize the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum; or (b) the material facts as to his or their relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract or transaction is specifically approved at a meeting of the shareholders held for such purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the corporation held by persons not interested in the contract or transaction; or (c) the contract or transaction is fair as to the corporation as of the time it is authorized or approved by the directors, a committee thereof, or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the directors, or of a committee thereof which authorizes the contract or transaction.

IN WITNESS WHEREOF, the undersigned has executed this instrument this 16th day of July, 1993.