



**ARTICLES OF MERGER  
OF  
VOICECOM SYSTEMS, INC.  
WITH AND INTO  
PREMIERE COMMUNICATIONS, INC.**

**FILED  
STATE OF WASHINGTON  
DEC 31 1998  
RALPH MUNRO  
SECRETARY OF STATE**

Pursuant to Section 23B.11.070 of the Washington Business Corporation Act, the undersigned corporations hereby adopt and file these Articles of Merger:

1. VoiceCom Systems, Inc., a corporation organized and existing under the laws of the State of Washington ("VoiceCom"), shall be merged with and into Premiere Communications, Inc., a corporation organized and existing under the laws of the State of Florida ("Premiere").

2. The name of the surviving corporation in the merger is Premiere Communications, Inc. and such corporation shall be governed by the laws of the State of Florida.

3. The Agreement and Plan of Merger (the "Plan of Merger") setting forth the terms and conditions of the merger of VoiceCom with and into Premiere is attached to these Articles as Exhibit A and is incorporated herein by reference.


4. The Plan of Merger was adopted by the Board of Directors of VoiceCom on December 28, 1998. The sole shareholder of VoiceCom approved the Plan of Merger on December 28, 1998. The Plan of Merger was adopted by the Board of Directors of Premiere on December 28, 1998. The sole shareholder of Premiere was not required to approve Plan of Merger.

5. The Plan of Merger shall be effective at 11:59 p.m., Eastern Time, on December 31, 1998.


6. All provisions of the laws of the states of Washington and Florida applicable to the merger have been complied with.

IN WITNESS WHEREOF, the duly authorized officer of the undersigned corporations has caused these Articles to be executed as of December 28, 1998.


VOICECOM SYSTEMS, INC.

By:   
Name: Jeffrey A. Allred  
Title: Executive Vice President

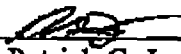
Attest:

By:   
Name: Patrick G. Jones  
Title: Sr. Vice President and Secretary

PREMIERE COMMUNICATIONS, INC.

By:   
Name: Jeffrey A. Allred  
Title: Executive Vice President

Attest:

By:   
Name: Patrick G. Jones  
Title: Sr. Vice President and Secretary

## AGREEMENT AND PLAN OF MERGER

Pursuant to Section 607.1101 of the Florida Business Corporation Act (the "Florida Act"), Section 23B.11.050 of the Washington Business Corporation Act (the "Washington Act"), and this Agreement and Plan of Merger (the "Plan of Merger"), dated as of December 28, 1998, VoiceCom Systems, Inc., a Washington corporation ("VoiceCom"), shall be merged with and into Premiere Communications, Inc., a Florida corporation ("Premiere").

### SECTION 1 DEFINITIONS

1.1 Effective Date. "Effective Date" shall mean the time and date on which the Merger contemplated by this Plan of Merger becomes effective in both the State of Washington and the State of Florida, in accordance with Section 2.2 of this Plan of Merger.

1.2 Surviving Corporation. "Surviving Corporation" shall refer to Premiere Communications, Inc., which, subsequent to the merger contemplated by this Plan of Merger, shall continue to be known as Premiere Communications, Inc, in accordance with Section 2.1 of this Plan of Merger.

1.3 Merger. "Merger" shall refer to the merger of VoiceCom with and into Premiere, as provided in Section 2.1 of this Plan of Merger.

### SECTION 2 TERMS AND CONDITIONS OF THE MERGER

2.1 Merger. In accordance with the applicable laws of the State of Washington and Florida, VoiceCom shall, on the Effective Date, be merged with and into Premiere, which shall be the Surviving Corporation and shall continue to exist and to be governed by the laws of the State of Florida under the corporate name Premiere Communications, Inc. The separate corporate existence of VoiceCom shall cease and all assets and liabilities, rights and privileges of VoiceCom shall inure to the Surviving Corporation, in accordance with the laws of the State of Washington and the State of Florida.

2.2 Effective Date. The Effective Date of the Merger shall be at 11:59 p.m., Eastern Time, on December 31, 1998.

2.3 Dissenter's Rights. The shareholders of VoiceCom who, except for the applicability of Section 607.1320 of the Florida Business Corporation Act, would be entitled to vote and who would dissent from the merger pursuant to this section, may be entitled, if they comply with the provision of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

2.4 Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Surviving Corporation as they exist on the Effective Date shall remain in full force and effect after the Effective Date and shall not be amended by virtue of this Merger.

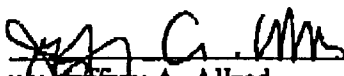
SECTION 3  
MANNER OF CONVERTING SHARES

3.1 Conversion of Shares. Upon the Effective Date, each issued and outstanding share of common stock of Premiere shall continue to be outstanding as a share of common stock of Premiere, as the Surviving Corporation, and each issued and outstanding share of VoiceCom common stock shall be cancelled and cease to exist by virtue of the Merger.


[Signatures continued on next page]

IN WITNESS WHEREOF, the duly authorized officers of the undersigned corporations have caused this Plan of Merger to be signed in their respective corporate names, as of the day first written above.

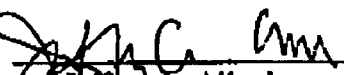
VOICECOM SYSTEMS, INC.

By:   
Name: Jeffrey A. Allred  
Title: Executive Vice President


Attest:

By:   
Name: Patrick G. Jones  
Title: Sr. Vice President and Secretary

PREMIERE COMMUNICATIONS, INC.

By:   
Name: Jeffrey A. Allred  
Title: Executive Vice President

Attest:

By:   
Name: Patrick G. Jones  
Title: Sr. Vice President and Secretary