

ARTICLES OF MERGER

Pursuant to the provisions of the A.R.S. at §10-1105 and the Order of the United States Bankruptcy Court for the District of Arizona, the undersigned corporations adopt the following Articles of Merger:

FIRST: The names and jurisdiction of organization of each Constituent Corporation are as follows:

VISITALK.COM, INC., an Arizona corporation (the “*Debtor*”)
VISITALK, INC., a Nevada corporation (the “*Surviving Corporation*”)

The laws of the State of Arizona permit the merger of a corporation organized under such state’s law into a corporation organized under the laws of the State of Nevada.

SECOND: The Debtor and the Surviving Corporation were parties to a Plan and Agreement of Merger (the “*Merger*”), a copy of which is attached hereto as Appendix A and is being submitted for filing with these Articles of Merger.

THIRD: The Debtor, the Surviving Corporation and others are Co-Proponents under a Chapter 11 proceeding of the Debtor, in the United States Bankruptcy Court for the District of Arizona, Case No. 00-13035-PHX-RTB. In accordance with the Second Joint Plan of Reorganization dated June 22, 2004 in this case (the “*Plan*”), the Debtor and the Surviving Corporation have agreed to merge as called for therein. The Plan was confirmed by the Bankruptcy Court on August 27, 2004 (the “*Confirmation Order*”).

FOURTH: The Surviving Corporation is currently registered to do business in Arizona under a fictitious name as VT Consumer Services (FN) with a business address is 14647 S. 50th Street, Suite 130, Phoenix, AZ 85044. By virtue of the Merger, the Surviving Corporation shall adopt a new name of Visitalk Capital Corporation, which shall become effective upon the filing of the Merger in the State of Nevada, and the Surviving Corporation shall duly register to do business in Arizona immediately upon filing of these Articles of Merger.

FIFTH: The name and address of the statutory agent of the Surviving Corporation in Nevada is:

L and R Service Company of Nevada, LLC
3993 Howard Huges Parkway, Suite 600
Las Vegas, NV 89100.

The name and address of the statutory agent of the Surviving Corporation in Arizona shall be:

Michael S. Williams
13851 S. 37th Street
Phoenix, AZ 85044.

SIXTH: The Plan has been duly adopted and approved by the United States Bankruptcy Court for the District of Arizona and such Plan is implemented, in part, by these Articles of Merger. The Confirmation Order constitutes approval of such merger by the shareholders of the Constituent Corporations. No approval of these Articles of Merger by the shareholders of either of the Constituent Corporations is required to implement the Plan or to cause these Articles of Merger to be approved.

DATED: September 7, 2004

VISITALK.COM, INC., an Arizona corporation
(Debtor)

By: /s/ Michael S. Williams
Michael S. Williams, President

VISTALK, INC., a Nevada corporation
(Surviving Corporation)

By: /s/ Michael S. Williams
Michael S. Williams, President