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From:
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A. (FT. LAUDERDALE)
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MERGER OR SHARE EXCHANGE

NATG Holdings, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$113.75

\$80.00

UB
4-30-03

ARTICLES OF MERGER
Merger Sheet

MERGING:

ORIOUS INFORMATION TECHNOLOGIES, LLC, A FLORIDA ENTITY,
L00000015342

INTO

NATG HOLDINGS, LLC, A NON-QUALIFIED DELAWARE ENTITY. entity not
qualified in Florida

File date: April 30, 2003

Corporate Specialist: Trevor Brumbley

Amount charged: 113.75

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 30, 2003

AKERMAN, SENTERFITT

SUBJECT: ORIUS INFORMATION TECHNOLOGIES , LLC
REF: L00000015342

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Plan of Merger must list the names and addresses of the managers or managing members of the surviving entity.

Please fax the corrected document to (850)205-0383.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
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ARTICLES OF MERGER
OF
ORIOUS INFORMATION TECHNOLOGIES, LLC
AND
NATG HOLDINGS, LLC

The following Articles of Merger are being submitted in accordance with section 608.4382, Florida Statutes.

1. The exact name, street address of the principal office and jurisdiction of the merging entity is as follows:

Orius Information Technologies, LLC, a Florida limited liability company LD00000015342
 1401 Forum Way, Suite 400, West Palm Beach, FL 33401

2. The exact name, street address of the principal office and jurisdiction of the surviving entity is as follows:

NATG Holdings, LLC, a Delaware limited liability company
 1000 Hart Road, Suite 140, Barrington, IL 60010

3. The attached Agreement and Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by Orius Information Technologies, LLC in accordance with Chapter 608, Florida Statutes, on April 29th 2003.

4. The attached Agreement and Plan of Merger was approved by NATG Holdings, LLC in accordance with the Delaware Limited Liability Company Act.

5. NATG Holdings, LLC hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting members of Orius Information Technologies, LLC.

6. NATG Holdings, LLC agrees to pay dissenting members of Orius Information Technologies, LLC the amount, if any, to which they are entitled under section 608.4384, Florida Statutes.

7. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the operating agreements or articles of organization of NATG Holdings, LLC or Orius Information Technologies, LLC.

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 TALLAHASSEE, FLORIDA



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8. The effective time and date of the merger herein provided for shall be upon the filing of these Articles of Merger with the Department of State of the State of Florida.

9. These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

10. Signatures for each party:

<u>Name of Entity:</u>	<u>Signature(s):</u>	<u>Name and Title of Individual:</u>
Orius Information Technologies, LLC		Thomas W. Hartmann Vice President of NATG Holdings, LLC, sole Member
NATG Holdings, LLC		Thomas W. Hartmann Vice President of Orius Corp., sole Member

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SECRETARY OF STATE
-ALLIANCE, FLORIDA

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan") has been adopted as of the 29th day of April, 2003 by NATG Holdings, LLC, a Delaware limited liability company ("NATG") and Orius Information Technologies, LLC, a Florida limited liability company ("OIT").

RECITALS

The sole Member of NATG and the sole Member of OIT have determined that it is advisable and in the best interest of each of NATG and OIT that OIT be merged with and into NATG on the terms and subject to the conditions set forth herein (the "Merger").

ARTICLE I

The Merger

On the Effective Date (as defined in Article V hereof), OIT shall merge with and into NATG in accordance with the Florida Limited Liability Company Act and the Delaware Limited Liability Company Act, and the separate existence of OIT shall cease and NATG shall thereafter continue as the surviving limited liability company (the "Surviving Entity") under the laws of the State of Delaware.

ARTICLE II

The Surviving Entity

On the Effective Date, the Certificate of Formation of NATG, as in effect immediately prior to the Effective Date, shall be the Certificate of Formation of the Surviving Entity.

On the Effective Date, the Operating Agreement of NATG, as in effect immediately prior to the Effective Date, shall be the Operating Agreement of the Surviving Entity, until thereafter altered, amended or repealed.

On the Effective Date, the officers of NATG shall be the officers of the Surviving Entity until their successors are elected and qualified, and management of the Surviving Entity shall continue to be vested in its member(s).

ARTICLE III

Manner and Basis of Converting Membership Units

On the Effective Date, each issued and outstanding membership unit of OIT, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

ARTICLE IV

Effect of Merger

On the Effective Date, all property, rights, privileges, powers and franchises of OIT shall vest in the Surviving Entity, and all liabilities and obligations of OIT shall become liabilities and obligations of the Surviving Entity.

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ARTICLE V

Effective Date

As used in this Agreement, the term "Effective Date" shall mean the date on which Articles of Merger relating to the Merger are filed with the Secretary of State of the State of Florida and a Certificate of Merger relating to the Merger is filed with the Secretary of State of the State of Delaware.

ARTICLE VI

Amendment, Modification and Termination

The Members of NATG and/or OIT may amend, terminate and/or abandon the Merger at any time prior to the Effective Date.

ARTICLE VII

Management

The name and address of the Managing Member of the Surviving Entity is: Orius Corp., 1000 Hart Road, Suite 140, Barrington, IL 60010.

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