



Jun-25-03 01:16P

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JUN-25-03 03:53PM FROM-AKERMAN SENTERFITT
Division of Corporations

305-374-5085

T-811 P.01/06 F-007

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PO00000113130

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Division of Corporations
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((H03000220520 8))

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From: *Sharon M. Guerra, Est. 4546*
Account Name : AKERMAN, SENTERFITT & PIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

EFFECTIVE DATE
10-30-03

03 JUN 25 AM 8:50
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

NATG HOLDINGS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
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20251-093778 ^{\$90.00}

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305-274-5095

T-511 P.02/06 F-097



FLORIDA DEPARTMENT OF STATE
Glenda R. Hood
Secretary of State

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03 JUN 26 AM 7:45
DIVISION OF CORPORATION

June 25, 2003

ORION HOLDINGS, INC.
1401 FORUM WAY, STE 400
W PALM BEACH, FL 33401

SUBJECT: ORION HOLDINGS, INC.
REF: P00000113138

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.

Pursuant to section 608.438(3)(a), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

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
Document Specialist

FAX And. #: 803000220520
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(H03000220520 8)

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1109, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Orius Holdings, Inc., a Florida corporation
1401 Forum Way, Suite 400
West Palm Beach, FL 33401

PO0000113138

EFFECTIVE DATE

6-30-03

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each surviving party are as follows:

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

THIRD: The attached Agreement and Plan of Merger meets the requirements of section 607.1108, Florida Statutes, and was approved by Orius Holdings, Inc. in accordance with Chapter 607, Florida Statutes.

FOURTH: The attached Agreement and Plan of Merger was approved by NATG Holdings, LLC in accordance with the laws of the State of Delaware.

FIFTH: 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 shareholders of Orius Holdings, Inc.

SIXTH: NATG Holdings, LLC agrees to promptly pay the dissenting shareholders of Orius Holdings, Inc. the amount, if any, to which they are entitled under section 607.1302, Florida Statutes.

SEVENTH: The merger is permitted under the respective laws of the State of Florida and the State of Delaware and is not prohibited by the operating agreement or articles of organization of NATG Holdings, LLC.

EIGHTH: NATG Holdings, LLC is managed by its sole member, Orius Corp., 1000 Hart Road, Suite 140, Barrington, IL 60010.

NINTH: The merger shall become effective as of June 30, 2003.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida and the State of Delaware.

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Signatures for each party:

ORBUS HOLDINGS, INC.

NATG HOLDINGS, LLC
By Ortus Corp., its sole member

By: 
Thomas W. Hartmann
Vice President and Secretary

By: 
Thomas W. Hartmann
Vice President and Secretary

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan") has been adopted as of the 24 day of June, 2003 by NATG Holdings, LLC, a Delaware limited liability company ("NATG") and Orius Holdings, Inc., a Florida corporation and a wholly-owned subsidiary of NATG ("Orius").

RECITALS

The sole Member of NATG and the Board of Directors and sole shareholder of Orius have determined that it is advisable and in the best interest of each of NATG and Orius that Orius 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), Orius shall merge with and into NATG in accordance with the Florida Business Corporation Act and the Delaware Limited Liability Company Act, and the separate existence of Orius 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 Shares

On the Effective Date, each issued and outstanding share of common stock, par value \$0.01 per share, of Orius, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

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ARTICLE IV

Effect of Merger

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

ARTICLE V

Effective Date

As used in this Agreement, the term "Effective Date" shall mean June 30, 2003.

ARTICLE VI

Amendment, Modification and Termination

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

ARTICLE VII

Management

The Surviving Entity is managed by its sole Member, Orius Corp., 1000 Hart Road, Suite 140, Barrington, IL 60010.

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SERIALIZED
FBI MIAMI

APPROVED
AND
FILED