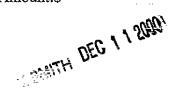


CT Corporation System 660 East Jefferson Street Tallahassee, FL 32301 Tel 850 222 1092 Fax 850 222 7615 Attn: Jeff Netherton

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CORPORATION(S) NAME Orius Broadband Services, Inc. (x) Profit () Amendment () Merger () Nonprofit () Foreign () Dissolution/Withdrawal () Mark () Reinstatement () Limited Partnership () Annual Report () Other () LLC () Name Registration () Change of RA () Fictitious Name () UCC (x) Certified Copy () Photocopies () CUS () Call When Ready () Call If Problem () After 4:30 (x) Walk In () Will Wait (x) Pick Up () Mail Out Name 12/11/00 Order#: Availability Document Examiner Ref#: Updater Verifier Acknowledgement____ Amount:\$ W.P. Verifier



ARTICLES OF INCORPORATION OF ORIUS BROADBAND SERVICES, INC.

SECRETARY OF STATES

The undersigned incorporator, for the purpose of forming a corporation under the florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation is **ORIUS BROADBAND SERVICES**, **INC.** (hereinafter called the "Corporation").

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is: 1401 Forum Way, Suite 400, West Palm Beach, Florida 33401.

ARTICLE III PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares, One Cent (\$0.01) par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation.

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is: 1200 S. Pine Island Road, Plantation, Florida 33324. The name of the Corporation's initial registered agent at that office is: CT Corporation System.

ARTICLE VI INCORPORATOR

The name and street address of the incorporator of the Corporation is: Donn A. Beloff, 350 East Las Olas Blvd., Ft. Lauderdale, Suite 1600, Florida 33301.

ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers or duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8th day of December, 2000.

Donn A. Beloff, Incorporator

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **ORIUS BROADBAND SERVICES**, **INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 8th day of December, 2000.

CT CORPORATION SYSTEM

By: CONNIE BRYAND
SPECIAL ASSISTANT SECRETARY