

Division of Corporations

1 of 2

P00000 114225

Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0380

From: Angie Calabrese

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 27 PM 4:46

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Dear Filing Officer: Please have this merger document filed effective as of today's date, December 27, 2001. Thanks.

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ORIUS INTEGRATED PREMISE SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$113.75

Merger
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ARTICLES OF MERGER
Merger Sheet

MERGING:

NETWORK CABLING SERVICES, INC., a Texas corporation not qualified in
Florida

NETWORK CABLING HOLDINGS, INC., a Florida corporation, document
number P98000022361

INTO

ORIOUS INTEGRATED PREMISE SERVICES, INC., a Florida entity,
P00000114225

File date: December 27, 2001

Corporate Specialist: Karen Gibson

FAX AUDIT No. H01000124290

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Orins Integrated Finance Services, Inc.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Network Cabling Holdings, Inc.</u>	<u>Florida</u>
<u>Network Cabling Services, Inc.</u>	<u>Texas</u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation -

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 26, 2001 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporations -

The Plan of Merger was adopted by the board of directors of each of the merging corporations on December 26, 2001 and shareholder approval was not required.

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TALLAHASSEE, FLORIDA

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual & Title</u>
Orius Integrated Premise Services, Inc.		Thomas W. Hartmann, Vice President & Secretary
Network Cabling Holdings, Inc.		Thomas W. Hartmann, Vice President & Secretary
Network Cabling Services, Inc.		Thomas W. Hartmann, Vice President & Asst. Secretary

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FAX AUDIT No. H01000124290

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PLAN OF MERGER

This Plan of Merger (this "Plan") has been adopted as of the 26th day of December, 2001 by Orius Integrated Premise Services, Inc., a Florida corporation ("Orius Integrated"), Network Cabling Holdings, Inc., a Florida corporation and a wholly-owned subsidiary of Orius Integrated ("Network Holdings") and Network Cabling Services, Inc., a Texas corporation and a wholly-owned subsidiary of Orius Integrated ("Network Services").

RECITALS

The Board of Directors of each of Orius Integrated, Network Holdings and Network Services have determined that it is advisable and in the best interest of each of Orius Integrated, Network Holdings and Network Services that Network Holdings and Network Services be merged with and into Orius Integrated on the terms and subject to the conditions set forth herein (the "Merger").

ARTICLE I**The Merger**

At the Effective Time (as defined in Article V hereof), Network Holdings and Network Services shall merge with and into Orius Integrated in accordance with the Florida Business Corporation Act (the "FBCA") and the Texas Business Corporation Act, and the separate existence of each of Network Holdings and Network Services shall cease and Orius Integrated shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II**The Surviving Corporation**

At the Effective Time, the Articles of Incorporation of Orius Integrated, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

At the Effective Time, the Bylaws of Orius Integrated, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

At the Effective Time, the officers and directors of Orius Integrated shall be the officers and directors of the Surviving Corporation until their successors are elected and qualified.

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ARTICLE III

Manner and Basis of Converting Shares

At the Effective Time, each issued and outstanding share of common stock, par value \$.01 per share, of Network Holdings shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

At the Effective Time, each issued and outstanding share of common stock, par value \$1.00 per share, of Network Services shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

At the Effective Time, each share of capital stock of Network Holdings and Network Services held in treasury shall be canceled and extinguished.

ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of Network Holdings and Network Services shall vest in the Surviving Corporation, and all liabilities and obligations of Network Holdings and Network Services shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

Effective Time

As used in this Agreement, the term "Effective Time" shall mean 12:00 a.m. EST on the date immediately following the date on which the Articles of Merger relating to the Merger are filed with the Secretary of State of the State of Florida.

ARTICLE VI

Dissenters Rights

If applicable, shareholders of Network Holdings and Network Services, who, except for the applicability of section 607.1104 of the FBCA would be entitled to vote and who dissent from the merger pursuant to section 607.1320 of the FBCA, may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

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ARTICLE VII

Amendment, Modification and Termination

The Board of Directors of Orius Integrated, Network Holdings and/or Network Services may amend, terminate and/or abandon the Merger at any time prior to the Effective Time.

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