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Account Name : HOLLAND & KNIGHT (FT. LAUDERDALE)  
Account Number : 075410003271  
Phone : (954) 525-1000  
Fax Number : (954) 463-2030

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MERGER OR SHARE EXCHANGE  
NORTH AMERICAN TEL-COM GROUP, INC.

DIVISION OF CORPORATIONS

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

NATO MERGER SUB, INC., a Florida corporation, P98000022356

INTO

NORTH AMERICAN TEL-COM GROUP, INC., a Florida corporation,  
P97000073897

File date: February 25, 1999, effective February 26, 1999

Corporate Specialist: Darlene Connell

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From: *Lydia Davo*  
Account Name : HOLLAND & KNIGHT (FT. LAUDERDALE)  
Account Number : 075410003271  
Phone : (954) 525-1000  
Fax Number : (954) 463-2030

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To: Division of Corporations  
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From: *Lidia Davila*  
Account Name : HOLLAND & KNIGHT (FT. LAUDERDALE)  
Account Number : 075410003271  
Phone : (954)525-1000  
Fax Number : (954)463-2030

**MERGER OR SHARE EXCHANGE  
NORTH AMERICAN TEL-COM GROUP, INC.**

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**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

February 25, 1999

NORTE AMERICAN TEL-COM GROUP, INC.  
2240 PALM BEACH LAKES BLVD.  
\*\*\*\*\*ATTN: LYDIA PAVLO\*\*\*\*\*  
WEST PALM BEACH, FL 33409

SUBJECT: NORTE AMERICAN TEL-COM GROUP, INC.  
REF: P97000073897

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.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6906.

Darlene Connell  
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES  
OF  
MERGER

EFFECTIVE DATE  
02-26-99

In accordance with Section 607.1105 of the Florida Business Corporation Act (the "Act"), North American Tel-Com Group, Inc., a Florida corporation, and NATG Merger Sub, Inc., a Florida corporation, hereby adopt the following Articles of Merger:

FIRST. The Agreement and Plan of Merger dated February 19, 1999 effecting the merger of NATG Merger Sub, Inc. (the "Merging Corporation") with and into North American Tel-Com Group, Inc. (the "Surviving Corporation"), a copy of which is attached to and made a part of these Articles of Merger as Exhibit A, was adopted by the unanimous written consent of the Board of Directors of the Surviving Corporation on January 29, 1999 and by the Board of Directors of the Merging Corporation on February 19, 1999 and was approved by the shareholders of each class of stock, voting as a class, of each such corporation on February 19, 1999.

SECOND. The terms, conditions, and effects of the merger of the Merging Corporation into the Surviving Corporation shall be as set forth in Exhibit A.

THIRD. Pursuant to § 607.1105(1)(b) of the Act, the date and time of the effectiveness of the merger shall be the later of (i) the filing of these Articles of Merger with the Florida Department of State or (ii) 9:00 o'clock a.m. on February 26, 1999.

Date: February 25, 1999

NATG MERGER SUB, INC.,  
a Florida corporation



By: \_\_\_\_\_  
William J. Mercurio, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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NORTH AMERICAN TEL-COM GROUP, INC.,  
a Florida corporation



By: \_\_\_\_\_  
William J. Mercurio, President

Ron Surbey, Esq.  
FL Bar No. 044751  
Holland & Knight LLP  
One East Broward Blvd., Ste. 1300  
Fort Lauderdale, FL 33301  
(954) 525-1000

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## EXHIBIT A

**AGREEMENT AND PLAN OF MERGER  
OF  
NATG MERGER SUB, INC.  
A FLORIDA CORPORATION  
WITH AND INTO  
NORTH AMERICAN TEL-COM GROUP, INC.  
A FLORIDA CORPORATION**

**THIS AGREEMENT AND PLAN OF MERGER** ("Agreement") is made as of February 19, 1999 by and among Orius Corp., a Delaware corporation ("Orius"), NATG Merger Sub, Inc., a Florida corporation (the "Merging Corporation"), and North American Tel-Com Group, Inc., a Florida corporation (the "Surviving Corporation"). Each of the Merging Corporation and the Surviving Corporation are at times referred to herein as a "Constituent Corporation," and collectively as the "Constituent Corporations".

**WITNESSETH:**

**WHEREAS**, it is deemed advisable by the Boards of Directors of each Constituent Corporation that such corporations merge into a single corporation, which shall be the Surviving Corporation, and that such corporations so merge pursuant to the provisions of this Agreement; and

**WHEREAS**, Orius owns all of the issued and outstanding units of NATG Holdings, LLC, a Delaware limited liability company, which in turn owns all of the issued and outstanding shares of the Merging Corporation;

**NOW THEREFORE**, it is agreed as follows:

**ARTICLE I  
THE MERGER**

As of the Effective Date, as determined below in Article IV, the Merging Corporation shall be merged pursuant to Section 607.1101 of the Business Corporation Act of the State of Florida into the Surviving Corporation (the "Merger"). The Surviving Corporation shall continue and shall be deemed to continue for all purposes whatsoever after the Merger with the Merging Corporation.

**ARTICLE II  
ARTICLES OF INCORPORATION**

The Surviving Corporation's Articles of Incorporation as in effect immediately prior to the Effective Date, shall become the Articles of Incorporation of the Surviving Corporation after the Effective Date without change, until further amended as provided by law.

**ARTICLE III  
DISTRIBUTION TO SHAREHOLDERS  
OF CONSTITUENT CORPORATIONS**

Upon the Effective Date, and without further action, each share of common stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall be converted into one

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share of common stock of the Surviving Corporation. Each share of common stock and each share of Series A Preferred Stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Date shall be converted into one-tenth of one share of common stock, or one-tenth of one share of Series A Preferred Stock, as the case may be, of Orius. Each option to purchase one share of common stock of the Surviving Corporation shall be converted into an identical option to purchase one-tenth of one share of common stock of Orius.

#### **ARTICLE IV** **FILING WITH THE STATE OF FLORIDA AND EFFECTIVE DATE**

This Agreement, upon its being authorized, adopted, signed and acknowledged by both of the Constituent Corporations in accordance with the Florida Business Corporation Act, shall take effect only upon the later of (i) the filing by the Surviving Corporation of Articles of Merger with the Florida Department of State or (ii) 9:00 o'clock a.m. on February 26, 1999, at which time the organization and separate corporate existence of the Merging Corporation, except insofar as it may be continued by statute, shall cease. The point of time at which the Constituent Corporations shall become a single corporation is herein referred to as the "Effective Date" of the Merger.

#### **ARTICLE V** **EFFECT OF THE MERGER**

Upon the Effective Date, all and singular, the rights, capacity, privileges, powers, franchises and authority, as well as of a public or of a private nature of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts, obligations and liabilities, due to each of the Constituent Corporations, on whatever account as well as for subscriptions for shares as for all other things, belonging to each of the Constituent Corporations shall be vested in the Surviving Corporation; and all such property, rights, capacity, privileges, powers, franchises, authority and immunities and all and every other interest shall be thereafter as fully and effectually the property of the Surviving Corporation as though they were the property of the respective Constituent Corporations and shall not revert or be in any way impaired by reason of the Merger; *provided, however*, that all rights of the creditors of the Constituent Corporations shall be preserved unimpaired and all debts, liabilities (including liability, if any, to dissenting shareholders) and duties of the respective Constituent Corporations, shall thenceforth be attached to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. The Merging Corporation agrees that from time to time as and when it shall be requested by the Surviving Corporation or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all such other instruments and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and to confirm to the Surviving Corporation title to all of the property, capacity, privileges, powers, franchises, authority and immunities of the Merging Corporations and otherwise to carry out the intent and purposes of the Agreement.

#### **ARTICLE VI** **APPROVAL BY DIRECTORS AND SHAREHOLDERS**

The execution and delivery of this Agreement, and the consummation of the Merger contemplated thereby, has been approved by resolution adopted, with respect to each Constituent Corporation, by its Board of Directors and by the vote of shareholders holding a majority of the voting power of each class of stock of each corporation.

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The foregoing Agreement and Plan of Merger having been duly approved, all in accordance with the provisions the Florida Business Corporation Act, the undersigned officers of Orius and the Constituent Corporations do hereby execute this Agreement as the respective act, deed and agreement of each of the corporations.

**ARTICLE VII**  
**AMENDMENT/TERMINATION**

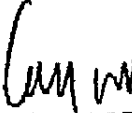
At any time before the filing with the Florida Department of State of the Articles of Merger to be filed in connection herewith, the Constituent Corporations may agree to amend this Agreement. This Agreement may be terminated by either Constituent Corporation at any time prior to the effectiveness of the Articles of Merger with the Florida Department of State by giving notice to the other Constituent Corporation.

IN WITNESS WHEREOF, the undersigned have signed this Agreement and Plan of Merger as of this 19th day of February, 1999.


**NATG MERGER SUB, INC.,**  
a Florida corporation

By:   
William J. Mercurio, President

**ORIOUS CORP.,**  
a Delaware corporation

By:   
William J. Mercurio, President

**NORTH AMERICAN TEL-COM GROUP, INC.,**  
a Florida corporation

By:   
William J. Mercurio, President