

A99000065933

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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*****70.00 *****70.00

LISN Holdings, Inc.

merging into:

Orius Corp

Profit

NonProfit

Limited Liability Company

Foreign

Limited Partnership

Reinstatement

Limited Liability Partnership

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FLORIDA
CORPORATION
DIVISION

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

LISN HOLDINGS, INC., an Ohio corporation not qualified

INTO

ORIOUS CORP., a Florida entity, P99000065933.

File date: January 14, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER**.OF****ORIOUS CORP.****AND****LISN HOLDINGS, INC.**

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

FIRST: Annexed hereto and made a part hereof is a Plan of Merger for merging LISN Holdings, Inc. ("LISN") into Orius Corp. ("Orius"), as approved by the Board of Directors of the parent corporation on December 10, 1999.

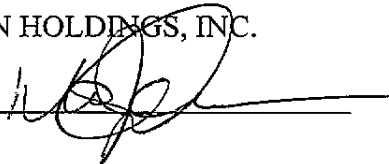
SECOND: The merger of LISN with and into Orius is permitted by the laws of the jurisdiction of organization of LISN and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of LISN was December 10, 1999 and such Plan of Merger was mailed to the sole shareholder of LISN on January 12, 2000, which such shareholder waives the thirty day period provided by Section 607.1104(3) of the Florida Business Corporation Act.

THIRD: Shareholder approval was not required for the merger.

IN WITNESS WHEREOF, the parties hereto have duly executed these Articles of Merger on this 12th day of January, 2000.

LISN HOLDINGS, INC.

By: _____

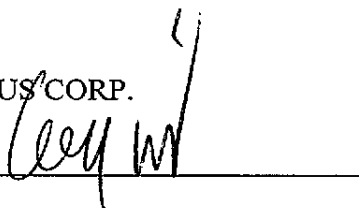


Name: Donald J. Vanke

Capacity: President

ORIOUS CORP.

By: _____



Name: William J. Mercurio

Capacity: President

AGREEMENT OF MERGER**OF****LISN HOLDINGS, INC.****INTO****ORIOUS CORP.**

AGREEMENT OF MERGER (this "Agreement") made and entered into this 12th day of January, 2000, by and between LISN Holdings, Inc., a corporation of the State of Ohio ("LISN"), and Orius Corp., a corporation of the State of Florida ("Orius"), as approved by a resolution adopted by the Board of Directors of each such corporation.

WHEREAS, LISN is a corporation of the State of Ohio and is subject to the provisions of Chapter 1701 of the Revised Code of Ohio; and

WHEREAS, Orius is a corporation of the State of Florida; and

WHEREAS, Orius owns all of the outstanding shares of Common Stock and Preferred Stock of LISN; and

WHEREAS, the laws of the State of Florida permit a merger of a corporation of another jurisdiction with an into a corporation of that jurisdiction; and

WHEREAS, LISN and Orius and the respective Boards of Directors thereof deem it advisable and to the advantage, welfare, and best interests of said corporations and their respective shareholders to merge LISN into Orius pursuant to the provisions of Chapter 1701 of the Revised Code of Ohio and pursuant to the provisions of the laws of the State of Florida upon the terms and conditions hereinafter set forth; and

WHEREAS, the consummation of the merger described herein is to occur prior to the consummation of the merger of LISN, LLC, a Delaware limited liability company with and into NATG Holdings, LLC, a Delaware limited liability company ("NATG"), with NATG surviving such merger;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved and authorized by a resolution adopted by the Board of Directors of LISN, in accordance with the provisions of Chapter 1701 of the Revised Code of Ohio, and being thereunto duly approved by a resolution duly adopted by the Board of Directors of Orius, in accordance with the provision of the laws of the State of Florida, the Agreement of Merger and the terms and conditions thereof, and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

FIRST: LISN, which is a corporation existing under the laws of the State of Ohio, and which is hereinafter sometimes referred to as the "non-surviving", is hereby merged into Orius, which is

a corporation existing under the laws of the State of Florida, which shall be the continuing and resulting corporation, and which is hereinafter sometimes referred to as the "surviving corporation".

SECOND: The non-surviving has 257,870.40 shares of LISN Class B Common Stock, no par value, and 90,879.51 shares of LISN Series A Preferred Stock, par value \$.01 per share, outstanding. The surviving corporation owns all shares of both such classes of securities.

THIRD: No shares of the non-surviving or of the surviving corporation shall be converted or substituted. Upon the effective date of the merger herein provided for, all of the issued shares of the non-surviving shall be surrendered and extinguished, and each of the issued shares of the surviving corporation shall continue to represent an issued share of said surviving corporation.

FOURTH: The location of the principal office of the surviving corporation in the State under the laws of which the surviving corporation exists is as follows:

1401 Forum Way, Suite 400
West Palm Beach, FL 33401

FIFTH: The surviving corporation hereby consents to be sued and served with process in the State of Ohio and hereby irrevocably appoints the Secretary of State of the State of Ohio as its agent to accept service of process in any proceeding in the State of Ohio to enforce against the surviving corporation any obligations of the non-surviving corporation.

SIXTH: The surviving corporation has not obtained a license to transact business in Ohio at any time in the past.

SEVENTH: The shareholders of LISN dissenting from the merger are entitled, pursuant to compliance with certain provisions of the Florida Business Corporation Act, to be paid the fair value for their shares of LISN.

EIGHTH: The Board of Directors and the proper officers of the constituent corporations are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.

NINTH: This Agreement may be executed simultaneously in counterparts (including by means of telecopied signature pages), any one of which need not contain the signature of more than one signatory, but all such counterparts taken together shall constitute one and the same Agreement.

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