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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

GTE Florida Business Connections Corporation

merging into

GTE Florida Incorporated

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cc

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GTE FLORIDA BUSINESS CONNECTIONS CORPORATION, a Florida
corporation, F18540

INTO

GTE FLORIDA INCORPORATED, a Florida corporation, 002260.

File date: September 30, 1998

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
GTE FLORIDA BUSINESS CONNECTIONS CORPORATION
INTO
GTE FLORIDA INCORPORATED

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

1. The Agreement of Merger and Plan of Merger, dated September 1, 1998, of GTE Florida Business Connections Corporation (the "Subsidiary") and GTE Florida Incorporated (the "Parent") is appended hereto as Exhibit A.
2. Pursuant to Section 607.1104 of the Florida Statutes, Shareholder approval of the merger is not required.
3. The date of adoption of the Agreement of Merger and Plan of Merger by the board of directors and shareholders of Subsidiary and Parent, respectively, is August 31, 1998.
4. The applicable provisions of the laws of the state of Florida, the state of incorporation of the Subsidiary and Parent, permit the merger and have been complied with.

Date: September 30, 1998

GTE FLORIDA BUSINESS
CONNECTIONS CORPORATION

By: John C. Appel
John C. Appel
President

By: Londa Perrett
Londa Perrett
Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date: September 30, 1998

GTE FLORIDA INCORPORATED

By: John C. Appel
John C. Appel
Executive Vice President-
Network Services

By: Londa Perrett
Londa Perrett
Assistant Secretary

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Agreement") dated as of this 1st day of September, 1998, is entered into between GTE FLORIDA INCORPORATED, a Florida corporation ("GTE Florida"), and GTE FLORIDA BUSINESS CONNECTIONS CORPORATION, a Florida corporation ("Business Connections").

I. RECITALS

A. GTE Florida now owns and will continue to own at all times pertinent hereto, including the Effective Date of the merger, all of the common stock of Business Connections.

B. GTE Florida and Business Connections desire that Business Connections be merged into GTE Florida and that GTE Florida be the surviving corporation. The laws of the state of Florida permit this merger.

C. The outstanding capital stock of GTE Florida consists of 23,400,000 shares of common stock.

D. The outstanding capital stock of Business Connections consists of 2 shares of common stock.

E. The merger is intended to be tax-free for federal, state and local income tax purposes pursuant to applicable provisions of the Internal Revenue Code and other applicable provisions of the state and local income tax law. The Merger is intended to qualify as a tax-free liquidation under the provisions of §332 of the Internal Revenue Code of 1986, as amended.

II. MERGER

A. The manner of converting the shares of Business Connections into shares of the surviving corporation and such other provisions as are deemed necessary or desirable to accomplish the merger are appended hereto as the Plan of Merger contained in Attachment 1.

B. On the Effective Date of the merger, as defined in paragraph C, the assets and liabilities of GTE Florida and Business Connections shall be carried on the books of the surviving corporation at the amounts at which they respectively were carried on such date on the books of GTE Florida and Business Connections. The capital surplus and earned surplus of the surviving corporation shall be the sum of the respective capital surpluses and earned surpluses of GTE Florida and Business Connections subject in each case to such adjustment, eliminations or transfers as may be required to give effect to the merger. Except as from time to time restricted by contract or by statute, the aggregate amount of the net assets of GTE Florida and Business Connections which was legally available for the payment of dividends immediately prior to the merger shall continue to be legally available for the payment of dividends by the surviving corporation.

C. This merger shall become effective upon the effective date of the Articles of Merger filed with the Secretary of State of Florida, where the surviving corporation is domiciled, which date is herein called the "Effective Date."

D. The merger may be abandoned and terminated at any time by mutual agreement of the Boards of Directors of the merging companies.

E. This Agreement embodies the entire agreement and understanding of the parties relating to its subject matter and supersedes any prior agreements and understandings relating thereto.

F. For the convenience of the parties, this Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document.

IN WITNESS WHEREOF, this Agreement has been signed by the President or a Vice President and the Secretary or an Assistant Secretary of each of the corporations and each of the corporations has caused the corporate seal to be hereunto affixed, all as of the day first above written, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors.

GTE FLORIDA INCORPORATED

By: John C. Appel
John C. Appel
Executive Vice President-
Network Services

By: Londa Perrett
Londa Perrett
Assistant Secretary

GTE FLORIDA BUSINESS
CONNECTIONS CORPORATION

By: John C. Appel
John C. Appel
President

By: Londa Perrett
Londa Perrett
Assistant Secretary



PLAN OF MERGER
OF
GTE FLORIDA BUSINESS CONNECTIONS CORPORATION
INTO
GTE FLORIDA INCORPORATED

I.

The Corporations Proposing to Merge

GTE Florida Business Connections Corporation (hereinafter referred to as "Business Connections"), a Florida corporation, will be merged into GTE Florida Incorporated (hereinafter referred to as "GTE Florida"), a Florida corporation, the latter being the surviving corporation.

Business Connections and GTE Florida are hereinafter sometimes referred to collectively as the "constituent corporations."

II.

Terms and Conditions of the Merger

For valid business reasons, on the Effective Date, Business Connections shall be merged into GTE Florida (the "Merger"), and GTE Florida, the sole shareholder of Business Connections, shall surrender the outstanding shares of Business Connections and receive in lieu thereof, any incremental value of its shares in GTE Florida which results from the Merger of the constituent companies. The Merger will have the effect set forth in the Florida Statutes.

III.

Restated Articles of Incorporation and Surviving Corporation

The Restated Articles of Incorporation of the surviving corporation will not be affected by the Merger.

IV.

Bylaws of Surviving Corporation

The Bylaws of the surviving corporation will not be affected by the Merger.

V.

Additional Description of Surviving Corporation

On the Effective Date, the directors of GTE Florida shall become the directors of the surviving corporation.

VI.

Approval of the Plan

This plan will be submitted for consideration to the Board of Directors of each of the constituent corporations. Pursuant to the laws of the state of incorporation, shareholder approval of the constituent corporations is not required and will not be obtained. The Plan, together with other appropriate documentation, will be filed, and the Merger will become effective, in accordance with the laws of the state of Florida.

VII.

Tax-Free

The Merger is intended to be tax-free for federal, state and local income tax purposes pursuant to applicable provisions of the Internal Revenue Code and other applicable provisions of state and local income tax law. The Merger is intended to qualify as a tax-free liquidation under the provisions of §332 of the Internal Revenue Code of 1986, as amended.