P00000032312

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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ᐤPORATION

December 24, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: *Order #:* *5744565 SO*
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

ESI Ebensburg GP Inc. (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
Merger Sheet

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TALLAHASSEE, FLORIDA

MERGING:

ESI EBENSBURG GP,INC. A FLORIDA ENTITY P00000032312

INTO

OTG, LLC, entity not qualified in Florida.

File date: December 24, 2002

Corporate Specialist: Marsha Thomas

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
ESI EBENSBURG GP, INC.,
a Florida corporation
into
OTG, LLC,
a Delaware limited liability company

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act") and Section 607.1108 of the Florida Business Corporation Act (the "Florida Act"), the undersigned surviving limited liability company submits the following Articles of Merger for filing and certifies that:

1. The name and jurisdiction of formation of each of the entities which are to merge are as follows:

Name:	Jurisdiction:
ESI Ebensburg GP, Inc.	Florida P00000032312
OTG, LLC	Delaware

2. The effective date of the merger shall be the date on which these Articles of Merger are filed with the Secretary of State of Florida and the Certificate of Merger is filed with the Secretary of State of the State of Delaware.

3. The name of the surviving limited liability company is OTG, LLC, a Delaware limited liability company (the "Surviving Company"), and its principal place of business is 700 Universe Boulevard, Juno Beach, Florida 33408.

4. The Agreement and Plan of Merger, dated as of December 13, 2002 (the "Agreement and Plan of Merger"), between the Surviving Company and ESI Ebensburg GP, Inc. has been approved by each of the (i) shareholder of ESI Ebensburg GP, Inc. on December 13, 2002 and (ii) the member of the Surviving Company on December 13, 2002.

5. The Delaware Act and the Florida Act each permit the merger of ESI Ebensburg GP, Inc. into the Company, and the Company has complied with all requirements of the Delaware Act and the Florida Act in effecting the merger.

6. The Agreement and Plan of Merger is on file at the principal place of business of the Surviving Company, which is located at c/o CT Corp. 1209 Orange St. Wilmington, DE 19801

7. A copy of the Agreement and Plan of Merger shall be furnished by the Surviving Company, on request and without cost, to any shareholder or member of any company that is a party to this merger or to any person holding an interest in any company that is a party to this merger.

8. The Surviving Company hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of ESI Ebensburg GP, Inc.

9. The Surviving Company agrees to promptly pay to the dissenting shareholders of ESI Ebensburg GP, Inc. the amount, if any, to which they are entitled under Section 607.1302 of the Florida Act.

[Remainder of page intentionally left blank. Next page is signature page.]

IN WITNESS WHEREOF, these Articles of Merger have been duly executed as of 23rd day of December, 2002, and are being filed in accordance with Section 18-209 of the Delaware Act and Section 607.1109 of the Florida Act by an authorized person of the surviving limited liability company in the merger.

OTG, LLC

By: Rita W. Costantino

Name: Rita W. Costantino
Title: Assistant Secretary

AGREEMENT AND PLAN OF MERGER

of

ESI EBENSBURG GP, INC.,
a Florida corporation

with and into

OTG, LLC,
a Delaware limited liability company

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TALLAHASSEE, FLORIDA

This Agreement and Plan of Merger (this "Agreement") is entered into this 23rd day of December, 2002 between ESI Ebensburg GP, Inc., a Florida corporation ("ESI Ebensburg GP"), and OTG, LLC, a Delaware limited liability company (the "Company").

Recitals

A. The Florida Business Corporation Act (the "Florida Act"), the Delaware Limited Liability Company Act (the "Delaware Act"), the Articles of Incorporation and Bylaws of ESI Ebensburg GP and the Limited Liability Company Agreement of the Company each permit the merger of ESI Ebensburg GP with and into the Company.

B. The shareholder of ESI Ebensburg GP and the sole member of the Company deem it advisable and beneficial to the welfare of each such company and its shareholder or member, as applicable, to merge ESI Ebensburg GP with and into the Company.

C. This Agreement was approved by unanimous written consent of each of (i) the sole shareholder and Board of Directors of ESI Ebensburg GP on December 12, 2002 and (ii) the sole member of the Company on December 12, 2002.

NOW, THEREFORE, in consideration of the mutual promises and covenants in this Agreement, and other good and valuable consideration, the receipt and adequacy of which are hereby conclusively acknowledged, the parties, intending to be legally bound, agree as follows:

PLAN

1. Merger and Surviving Company. Subject to the terms and conditions of this Agreement and in accordance with the Florida Act and the Delaware Act, at the Effective Time (as defined below), ESI Ebensburg GP shall be merged with and into the Company (the "Merger"). The Company shall be the surviving company (the "Surviving Company") and shall continue to be governed by the laws of the State of Delaware (including, without limitation, the Delaware Act).

From and after the Effective Time, the separate existence of ESI Ebensburg GP shall cease. ESI Energy, LLC is located at 700 Universe Boulevard, Juno Beach, FL 33408, and is the managing member of OTG, LLC.

2. Service of Process. The Surviving Company hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

3. Payment. The Surviving Company agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

4. Effective Time. The Merger shall become effective at the time that the (i) the Articles of Merger have been filed with the Secretary of State of the State of Florida and (ii) a Certificate of Merger has been filed with the Secretary of State of the State of Delaware (the "Effective Time").

5. Limited Liability Company Agreement. The Limited Liability Company Agreement of the Company as in effect immediately prior to the Effective Time of the Merger shall continue in full force and effect with no change as the Limited Liability Company Agreement of the Surviving Company, and such Limited Liability Company Agreement may thereafter be amended and/or restated as provided therein and by the Delaware Act.

6. Management after the Merger. At the Effective Time, the member and officers of the Company immediately prior to the Effective Time will become the member and officers of the Surviving Company, each to hold office in accordance with the Limited Liability Company Agreement of the Surviving Company and the Delaware Act and until the earlier of such member's or officer's removal or the election or appointment of such member's or officer's successor, as the case may be. The Surviving Company shall be managed by its members and officers and shall not be managed by a Manager.

7. Rights and Liabilities of Surviving Company. At the Effective Time, all of the properties, rights, privileges, powers and franchises of ESI Ebensburg GP and the Company will vest in the Surviving Company, and all debts, liabilities and duties of ESI Ebensburg GP and the Company will become the debts, liabilities and duties of the Surviving Company.

8. Conversion of Capital Stock. Each share of the capital stock of ESI Ebensburg GP issued and outstanding immediately prior to the Effective Time shall be converted into a membership interest in the Surviving Company.

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TALLAHASSEE, FLORIDA

9. Representations and Warranties of ESI Ebensburg GP. ESI Ebensburg GP represents and warrants that it is a corporation duly formed, validly existing and in good standing under the laws of the State of Florida, and that it has the requisite power and authority to enter into this Agreement and the transactions contemplated by this Agreement.

10. Representations and Warranties of the Company. The Company represents and warrants that it is a limited liability company duly formed, validly existing and in good standing under the laws of the State of Delaware, and that it has the requisite power and authority to enter into this Agreement and the transactions contemplated by this Agreement.

11. Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Delaware, without regard to conflicts of law principles.

12. Counterparts. This Agreement may be executed in one or more counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same agreement.

[Remainder of page intentionally left blank; next page is signature page]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first written above.

ESI EBENSBURG GP, INC.,
a Florida corporation

By: ______________________________
Name: Rita W. Costantino
Title: Assistant Secretary

OTG, LLC,
a Delaware limited liability company

By: ______________________________
Name: Rita W. Costantino
Title: Assistant Secretary

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