

013878

Steel Hector & Davis

Requestor's Name

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City/State/Zip

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400002342804--4

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| NEW FILINGS              |                   |
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| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS               |  |
|--------------------------|--|
| <input type="checkbox"/> | Amendment                              |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent             |
| <input type="checkbox"/> | Dissolution/Withdrawal                 |
| <input type="checkbox"/> | Merger                                 |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION |                                    |
|-----------------------------|------------------------------------|
| <input type="checkbox"/>    | Foreign Verifier                   |
| <input type="checkbox"/>    | Limited Partnership Acknowledgment |
| <input type="checkbox"/>    | Reinstatement W.I. Verifier        |
| <input type="checkbox"/>    | Trademark                          |
| <input type="checkbox"/>    | Other                              |

C. TAX  
FILING 70.00  
R. AGENT FEE  
C. COPY (6) 315.00  
TOTAL 385.00  
N. BANK  
BALANCE DUE  
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97 OCT 31 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

013878

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THE FLORALA TELEPHONE COMPANY, INCORPORATED, an Alabama corp.  
808292

INTO

ST. JOSEPH TELEPHONE & TELEGRAPH COMPANY, a Florida corporation,  
013878

File date: October 31, 1997

Corporate Specialist: Annette Hogan

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FILED  
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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

These ARTICLES OF MERGER, dated as of October 1, 1997, provide for the merger of The Florala Telephone Company, Incorporated, an Alabama corporation ("Florala"), with and into the Joseph Telephone & Telegraph Company, a Florida corporation ("SJTT"), which shall be the surviving corporation.

**ARTICLE I - PLAN OF MERGER**

A copy of the Plan of Merger pursuant to which Florala will be merged with and into SJTT (the "Plan") is attached hereto as Appendix A and incorporated herein by this reference.

**ARTICLE II - EFFECTIVE DATE**

The merger of Florala with and into SJTT shall be effective as of the later to occur of (i) the date of filing of these Articles of Merger with the Secretary of State of the State of Florida and (ii) the date of filing of these Articles of Merger with the Secretary of State of the State of Alabama.

**ARTICLE III - ADOPTION OF PLAN OF MERGER**

The Plan of Merger was approved by the sole shareholder of SJTT by written consent dated October 1, 1997. The sole voting shareholder of SJTT is the holder of all of the issued and outstanding shares of capital stock of SJTT. The number of authorized shares of capital stock of SJTT is 25,000 (the "SJTT Stock"). The designation of the SJTT Stock is common; the number of outstanding shares of SJTT Stock is 14,890; the number of votes entitled to be cast is 14,890; and there is only one voting group. The sole shareholder cast all such votes in favor of the Plan, which number of votes was sufficient for approval of the Plan.

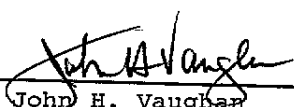
The Plan of Merger was adopted by the Board of Directors of Florala by unanimous written consent as of October 1, 1997, and approved by the sole shareholder of the common stock of Florala by written consent dated as of October 1, 1997. The number of authorized shares of stock of Florala is 560 shares common stock and 1200 shares preferred stock. The sole voting shareholder of Florala is the holder of all of the issued and outstanding shares of common stock of

Floral, consisting of 557 shares of common stock (the "Floral Voting Stock"). The number of issued and outstanding shares of preferred stock of Floral is 77 (the "Preferred Stock"). The Preferred Stock has no voting rights. The holders of the Preferred Stock cannot be located. In accordance with Section 10-2B-7.21 of the Alabama Business Corporation Act, (1) notice of redemption of the Preferred Stock has been given to such holders and (2) a sum sufficient to redeem the Preferred Stock has been deposited with a financial institution under an irrevocable obligation to pay such holders the redemption price on surrender of the Preferred Stock, therefore, there is only one voting group. The number of votes entitled to be cast is 577. The sole shareholder cast all such votes in favor of the Plan, which number of votes was sufficient for approval of the Plan. The county in which Floral's Articles of Incorporation are filed is Covington County, Alabama.

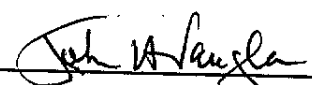
These Articles of Merger may be executed in counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of each of SJTT and Floral by their duly authorized officers as of the date first above written.

ST. JOSEPH TELEPHONE & TELEGRAPH  
COMPANY

  
By: John H. Vaughan  
Its: Vice President

INCORPORATED  
THE FLORAL TELEPHONE COMPANY, ~~INC~~

  
By: John H. Vaughan  
Its: Vice President

**APPENDIX A**  
**PLAN OF MERGER**

THIS PLAN OF MERGER, dated as of October 1, 1997, is entered into between St. Joseph Telephone & Telegraph Company, a Florida corporation ("SJTT"), and The Florala Telephone Company, Incorporated, an Alabama corporation ("Florala").

SECTION 1. Names. The Florala Telephone Company, Incorporated, an Alabama corporation, shall be merged with and into St. Joseph Telephone & Telegraph Company, a Florida corporation (hereinafter, the "Surviving Corporation").

SECTION 2. Terms and Conditions of Merger:

(a) Effective Date. The merger shall become effective as of the later to occur of (i) the date of filing of the Articles of Merger with the Secretary of State of the State of Florida or (ii) the date of filing of the Articles of Merger with the Secretary of State of the State of Alabama (the "Effective Date").

(b) Merger and Effects of Merger. As of the Effective Date, Florala will be merged with and into SJTT (the "Merger"), the separate corporate existence of Florala shall cease in accordance with the provisions of the Florida Business Corporation Act (the "FBCA") and the Alabama Business Corporation Act (the "ABCA"), SJTT shall be the Surviving Corporation and SJTT will continue to exist pursuant to the provisions of the FBCA.

(c) Bylaws. The Bylaws of SJTT, as in effect immediately prior to the Effective Date, shall become the Bylaws of the Surviving Corporation from and after the Effective Date, until amended as therein provided and in the manner prescribed by the provisions of the FBCA.

(d) Changes in Articles of Incorporation. The Articles of Incorporation of SJTT, as in effect immediately prior to the Effective Date, shall become the Articles of Incorporation of the Surviving Corporation from and after the Effective Date, until amended as therein provided and in the manner prescribed by the provisions of the FBCA.

(e) Directors and Officers. The Directors and Officers of SJTT shall become the Directors and Officers of the Surviving Corporation from and after the Effective Date.

SECTION 3. Cancellation of Shares of Florala. At the Effective Date, by virtue of the Merger and without any action on the part of the holders thereof, each share of the capital stock of Florala issued and outstanding immediately prior to the Effective Date held in Florala's treasury or owned by a shareholder of Florala shall be canceled and retired and cease to exist.

SECTION 4. Governing Law. This Plan of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida, without regard to the principles of conflicts of laws thereof.