

# 698480

**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

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Arts Corrections

1. *UCI Merger Sub, Inc.*  
(CORPORATE NAME & DOCUMENT #)

Article of  
Corrections

2.)  
(CORPORATE NAME & DOCUMENT #)

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3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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DIVISION OF CORPORATE REGISTRATION

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**ARTICLES OF CORRECTION  
TO THE  
PLAN OF MERGER BETWEEN  
UCI MERGER SUB, INC. AND UNIVERSALCOM, INC.**

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Pursuant to the provisions of Section 607.0124, Florida Statutes, the undersigned corporation hereby submits the following correction to that certain Plan of Merger between UCI Merger Sub, Inc. and UniversalCom, Inc. (the "Plan of Merger") attached to the Articles of Merger between UCI Merger Sub, Inc. and UniversalCom, Inc. (the "Articles of Merger") that were filed with the Secretary of State of Florida on July 10, 2000 (the "Filing Date").

1. An article was inadvertently omitted from the Plan of Merger. The Plan of Merger is hereby corrected by (i) renumbering article "Fifth" thereof as article "Sixth" thereof, and (ii) inserting the following provision as a new article "Fifth" thereof, to immediately follow article "Fourth":


**FIFTH:** As of the Effective Time, all shares of common stock of UniversalCom, Inc. issued and outstanding immediately prior to the Effective Time shall be converted into (i) the right to receive a total of 1,656,346 shares of common stock, par value \$0.01 per share ("Parent Common Stock"), of NewSouth Holdings, Inc. ("Parent"), to be issued to the shareholders of UniversalCom, Inc. in accordance with their respective percentage interest ownership of UniversalCom, Inc. common stock prior to the Effective Date, provided that no certificates or scrip representing fractional shares of Parent Common Stock shall be issued, but in lieu thereof, cash in an amount equal to such fractional part of a share of Parent Common Stock multiplied by \$19.9234 shall be issued; and (ii) the right to receive additional shares of Parent Common Stock upon terms and conditions set forth on Exhibit 1.2 of that certain agreement by and between Parent, the individuals holding shares of UniversalCom, Inc.'s common stock prior to the Effective Date, the Merged Corporation and UniversalCom, Inc, dated as of June 2, 2000. All shares of the Surviving Company's common stock owned by the Surviving Company prior to the Effective Date as treasury stock prior to the Effective Date shall be canceled and retired and shall cease to exist as of the Effective Date.

2. The Articles of Merger and the Plan of Merger as originally filed are otherwise true and correct.

3. These Articles of Correction, in accordance with Section 607.0124, Florida Statutes, shall be deemed effective as of the Filing Date, except as otherwise provided in such section.

Executed this 20<sup>th</sup> day of July, 2000.

**UNIVERSALCOM, INC.**

By:   
Kevin Hendricks, Vice President and Secretary