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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

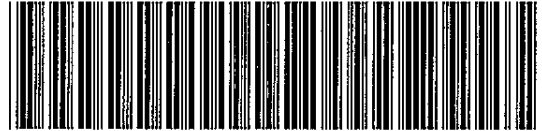
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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
STATE

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

BK

 CT CORPORATION SYSTEM

January 22, 2003

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5771788 SO
Customer Reference 1: 067840/1
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Orius Merger Corp. (DE)
Qualification
Florida

Please return a certified copy along with regular evidence.

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

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. ORIOUS MERGER CORP.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. JANUARY 17, 2003

(Date of incorporation)

5.

PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1401 FORUM WAY, SUITE 400, WEST PALM BEACH, FLORIDA 33401

(Principal office address)

1401 FORUM WAY, SUITE 400, WEST PALM BEACH, FLORIDA 33401

(Current mailing address)

Any lawful activity for which a corporation may be organized under Delaware law, in addition to providing telecommunications services.

8.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT CORPORATION SYSTEM

Office Address: 1200 S. PINE ISLAND ROAD

PLANTATION

(City)

, Florida 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Carrie Ayers

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: RONALD L. BLAKE (SOLE DIRECTOR)

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: SEE ATTACHED ADDENDUM

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

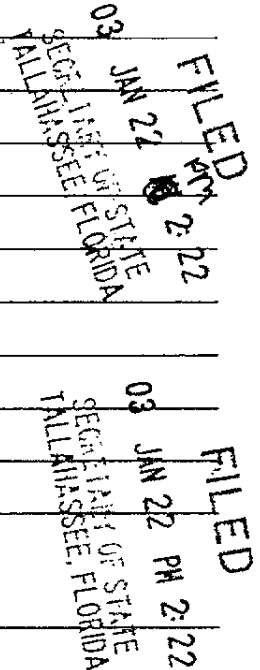
Ronald L. Blake

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

RONALD L. BLAKE, PRESIDENT, CEO AND CHAIRMAN OF THE BOARD

(Typed or printed name and capacity of person signing application)



ADDENDUM

12. Names and business addresses of officers and/or directors:

B. OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Ronald L. Blake	President, Chief Executive Officer and Chairman of the Board	1000 Hart Road, Suite 140 Barrington, IL 60010
Paul G. Osland	Executive Vice President and Chief Operating Officer	1000 Hart Road, Suite 140 Barrington, IL 60010
Robert S. Wasserman	Executive Vice President and Chief Restructuring Officer	1000 Hart Road, Suite 140 Barrington, IL 60010
Robert E. Agres	Senior Vice President and Chief Financial Officer	1000 Hart Road, Suite 140 Barrington, IL 60010
Thomas W. Hartmann	Senior Vice President, General Counsel and Secretary	1000 Hart Road, Suite 140 Barrington, IL 60010
Richard G. Greece	Vice President, Controller and Assistant Secretary	1000 Hart Road, Suite 140 Barrington, IL 60010

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The First State

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TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "ORIUS MERGER CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE SEVENTEENTH DAY OF JANUARY, A.D. 2003, AT 12 O'CLOCK P.M.

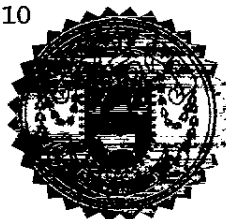
CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "ORIUS MERGER CORP." TO "ORIUS CORP.", FILED THE TWENTY-FIRST DAY OF JANUARY, A.D. 2003, AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-THIRD DAY OF JANUARY, A.D. 2003, AT 5 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

3615053 8310
030043245



AUTHENTICATION: 2216899

DATE: 01-22-03

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State