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Florida Department of State

Division of Corporations

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To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

WESTEL - INDIANAPOLIS COMPANY

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

Merger

09/12/00

ARTICLES OF MERGER
Merger Sheet

MERGING:

WESTEL-INDIANAPOLIS COMPANY, a Florida corporation, F83264

INTO

WESTEL-INDIANAPOLIS COMPANY. a Delaware corporation not qualified in
Florida

File date: September 12, 2000

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

Name

Jurisdiction

WESTEL-INDIANAPOLIS COMPANY

DELAWARE

Second: The name and jurisdiction of each merging corporation is:

Name

Jurisdiction

WESTEL-INDIANAPOLIS COMPANY

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 09/11/00

The Plan of Merger was adopted by the board of directors of the surviving corporation on and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 09/11/00

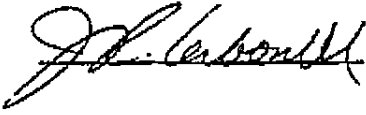
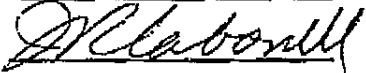
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
WESTEL-INDIANAPOLIS COMPANY, A FL CORP		JOAQUIN R. CARBONELL, VICE PRESIDENT
WESTEL-INDIANAPOLIS COMPANY, A DE CORP		JOAQUIN R. CARBONELL, VICE PRESIDENT

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**AGREEMENT AND PLAN OF MERGER
OF
WESTEL-INDIANAPOLIS COMPANY
(a Florida corporation)
INTO
WESTEL-INDIANAPOLIS COMPANY
(a Delaware corporation)**

AGREEMENT AND PLAN OF MERGER entered into on September 11, 2000 by WESTEL-INDIANAPOLIS COMPANY, a business corporation of the State of Florida ("Florida Westel"), and approved by its Board of Directors on said date, and entered into on September 11, 2000 by WESTEL-INDIANAPOLIS COMPANY, a business corporation of the State of Delaware ("Delaware Westel"), and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, the Florida 1989 Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, Delaware Westel and Florida Westel and the respective Board of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge Florida Westel with and into Delaware Westel pursuant to the provisions of the Florida 1989 Business Corporation Act and pursuant to the provisions of the Delaware General Corporation Law upon the terms and conditions hereinafter set forth;

NOW THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Florida Westel and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by Delaware Westel and approved by a resolution adopted by its Board of Directors, the Agreement and Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement and Plan of Merger set forth.

1. Florida Westel and Delaware Westel shall pursuant to the provisions of the Florida 1989 Business Corporation Act and the provisions of the Delaware General Corporation Law, be merged with and into a single corporation, to wit, Westel-Indianapolis Company, the Delaware corporation, which shall be the surviving corporation from and after the effective time

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of the merger, and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Delaware General Corporation Law. The separate existence of Florida Westel, which is sometimes hereinafter referred to as the "terminating corporation," shall cease at said effective time in accordance with the provisions of the Florida 1989 Business Corporation Act.

2. The Certificate of Incorporation of the surviving corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Delaware General Corporation Law.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorship and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of Delaware Westel shall, at the effective time of the merger, be canceled and retired. Each issued share of Florida Westel shall be converted and exchanged for one share of the surviving corporation.

6. The Agreement and Plan of Merger herein made and approved shall be submitted to the sole shareholder of the terminating corporation for its approval or rejection in the manner prescribed by the provisions of the Florida 1989 Business Corporation Act and to the sole stockholder of the surviving corporation for its approval or rejection in the manner prescribed by the Delaware General Corporation Law.

7. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Florida 1989 Business Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the Delaware General Corporation Law, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to

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carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

Notwithstanding the full approval and adoption of this Agreement and Plan of Merger, the said Agreement and Plan of Merger may be terminated at any time prior to the filing thereof with the Secretary of State of the State of Delaware or at any time prior to the filing of any requisite merger documents with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Agreement and Plan of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: September 11, 2000

WESTEL-INDIANAPOLIS COMPANY,
a Delaware corporation

By: J. R. Carbonell
Joaquin R. Carbonell, Vice President

WESTEL-INDIANAPOLIS COMPANY,
a Florida corporation

By: J. R. Carbonell
Joaquin R. Carbonell, Vice President

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ATTENTION: SECRETARY