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Requestor's Name
201 S. Biscayne Blvd. 10th Floor
Address
Miami FL 33131
City State ZIP Phone

VALIDATION ONLY

CORPORATION(S) NAME

Primus Telecommunications, Inc

( ) Profit ( ) NonProfit	( ) Amendment	(X) Merger
( ) Foreign	( ) Dissolution	( ) Mark
( ) Limited Partnership ( ) Reinstatement	( ) Annual Report ( ) Reservation	( ) Other ( ) Change of Registered Agent
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ARTICLES OF MERGER OF

LEAST COST ROUTING, INC.,
a Florida Corporation

into

PRIMUS TELECOMMUNICATIONS, INC.,
a Delaware Corporation

Pursuant to §§ 607.1107, 607.1108 and 607.1109 of the Florida Business Corporation Act (the "Act"), **PRIMUS TELECOMMUNICATIONS, INC.**, a Delaware Corporation ("Primus") and **LEAST COST ROUTING, INC.**, a Florida Corporation ("LCR") adopt the following Articles of Merger:

1. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.

2. Under the Plan of Merger, all issued and outstanding shares of LCR's stock will be acquired by means of a merger of LCR into Primus, with Primus as the surviving company.

3. The Plan of Merger was approved by the Board of Directors of LCR. Shareholder approval of the Plan of Merger is not required by the shareholders of LCR pursuant to § 607.1104(1)(a) of the Act.

4. The Plan of Merger was approved by Primus pursuant to the laws of the State of Delaware.

5. The effective date of the merger is February 1, 2010.

IN WITNESS WHEREOF, the parties have set their hands on February 1, 2010.

ATTEST:

[signature]
(Corporate seal)

LEAST COST ROUTING, INC.,
a Florida Corporation

By: [signature]
Thomas R. Kloster

ATTEST:

[signature]
(Corporate seal)

PRIMUS TELECOMMUNICATIONS, INC.,
a Delaware Corporation

By: [signature]
Thomas R. Kloster

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of February 1, 2010, is entered into between Least Cost Routing, Inc., a Florida corporation ("LCR"), and Primus Telecommunications, Inc., a Delaware corporation ("PTI"). LCR and PTI are hereinafter sometimes collectively referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, LCR is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, PTI is a corporation duly organized and existing under the laws of the State of Delaware;

WHEREAS, on the date of this Agreement, LCR has authority to issue ten thousand (10,000) shares of common stock, $1.00 par value (the "LCR Common Stock"), of which ten thousand (10,000) shares are issued and outstanding;

WHEREAS, PTI has authority to issue one thousand five hundred (1,500) shares of common stock, no par value (the "PTI Common Stock"), of which one (1) share is issued and outstanding;

WHEREAS, the respective Board of Directors of LCR and PTI have determined that it is advisable and in the best interests of each of such corporations that LCR merge with and into PTI upon the terms and subject to the conditions set forth in this Agreement;

WHEREAS, the stockholders of PTI are not required to approve this Agreement pursuant to Section 251(f) of the Delaware General Corporation Law; and

WHEREAS, the shareholders of LCR are not required to approve this Agreement pursuant to § 607.1104(1)(a) of the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the premises and mutual agreements and covenants herein contained, LCR and PTI hereby agree as follows:

1. Merger. LCR shall be merged with and into PTI (the "Merger") such that PTI shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). Appropriate documents necessary to effectuate the Merger shall be filed with the Secretary of State of the States of Florida and Delaware and the Merger shall become effective at the time provided by applicable law (the "Effective Time").

2. Governing Documents. The Certificate of Incorporation and By-laws of PTI, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and By-laws of the Surviving Corporation without change or amendment.

3. Officers and Directors. The persons who are officers and directors of PTI immediately prior to the Effective Time shall, after the Effective Time, be the officers and directors of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation.

4. Succession. At the Effective Time, the separate corporate existence of LCR shall cease. At the Effective Time (i) all the rights, privileges, powers and franchises of a public and private nature of each of the Constituent Corporations, subject to all the restrictions, disabilities and duties of each of the Constituent

Corporations; (ii) all assets, property, real, personal and mixed, belonging to each of the Constituent Corporations; and (iii) all debts due to each of the Constituent Corporations on whatever account, including stock subscriptions and all other things in action shall succeed to, be vested in and become the property of the Surviving Corporation without any further act or deed as they were of the respective Constituent Corporations. The title to any real estate vested by deed or otherwise and any other asset in either of such Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of LCR shall be preserved unimpaired. To the extent permitted by law, any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place. All debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of LCR, its stockholders, Board of Directors and committees thereof, officers and agents which were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to LCR. The employees and agents of LCR shall become the employees and agents of the Surviving Corporation and continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of LCR.

5. Further Assurances. From time to time, as and when required by

the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of LCR such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of LCR, and otherwise to carry out the purposes of this Agreement. The officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of LCR or otherwise, to take any and all such action and to execute and deliver any and all such deeds and other instruments.

6. Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof: (i) each share of LCR Common Stock issued and outstanding immediately prior to the Effective Time shall be cancelled and shall cease to exist and no cash, stock or other consideration shall be delivered in exchange therefor; and (ii) each share of PTI Common Stock issued and outstanding immediately prior to the Effective Time shall be an identical outstanding share of the Surviving Corporation.

7. Amendment. The parties hereto, by mutual consent of their respective Boards of Directors, may amend, modify or supplement this Agreement prior to the Effective Time.

8. Termination. This Agreement may be terminated and the Merger and other transactions herein provided for abandoned at any time prior to the Effective Time, if the Board of Directors of either LCR or PTI determines that the consummation of the transactions provided for herein would not, for any reason, be in the best interests of

the Constituent Corporations and their stockholders.

9. Counterparts. This Agreement may be executed in one or more counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

10. Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

11. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware, without giving effect to the choice or conflict of law provisions contained therein.

IN WITNESS WHEREOF, Least Cost Routing, Inc., a Florida corporation, and Primus Telecommunications, Inc., a Delaware corporation, have caused this Agreement to be executed and delivered as of the date first written above.

PRIMUS TELECOMMUNICATIONS, INC.

By Thomas R. Kloster
Name: Thomas R. Kloster
Title: CFO and Assistant Secretary

ATTEST:

By K. Paul Singh
Name: K. Paul Singh
Title: CEO

LEAST COST ROUTING, INC.

By Thomas R. Kloster
Name: Thomas R. Kloster
Title: CFO and Assistant Secretary

ATTEST:

By K. Paul Singh
Name: K. Paul Singh
Title: CEO

CERTIFICATE OF MERGER
OF
LEAST COST ROUTING, INC.
INTO
PRIMUS TELECOMMUNICATIONS, INC.

Pursuant to Section 252 of the General Corporation Law of the State of Delaware

Primus Telecommunications, Inc., a Delaware corporation, does hereby certify:

FIRST: The names and states of incorporation of the constituent corporations to this merger are as follows:

Primus Telecommunications, Inc.	Delaware
Least Cost Routing, Inc.	Florida

SECOND: An Agreement of Merger has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the General Corporation Law of the State of Delaware.

THIRD: The name of the corporation surviving the merger is Primus Telecommunications, Inc.

FOURTH: The Certificate of Incorporation of Primus Telecommunications, Inc. shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement of Merger is on file at an office of the Surviving Corporation, 7901 Jones Branch Drive, Suite 900, McLean, Virginia 22102. A copy will be provided, upon request and without cost, to any stockholder of either constituent corporation.

SIXTH: The authorized capital stock of Least Cost Routing, Inc. consists of 10,000 shares of common stock each having a par value of $1.00.

IN WITNESS WHEREOF, Primus Telecommunications, Inc. has caused this Certificate of Merger to be executed in its corporate name this 1 day of February, 2010.

PRIMUS TELECOMMUNICATIONS, INC.

By: Thomas R. Kloster
Name: Thomas R. Kloster
Title: CFO and Assistant Secretary

UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
PRIMUS TELECOMMUNICATIONS, INC.

February 1, 2010

The undersigned, being all of the members of the Board of Directors of Primus Telecommunications, Inc., a Delaware corporation (the "Corporation"), pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, do hereby adopt, by this written consent, the resolutions attached hereto as Exhibit A with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board of Directors of the Corporation (the "Board of Directors"), and direct that this written consent be filed with the minutes of the proceedings of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, being all the members of the Board of Directors of Primus Telecommunications, Inc., have executed this Unanimous Written Consent as of the 1 day of February, 2010.

K. Paul Singh

K. Paul Singh

John F. DePodesta

John F. DePodesta

Thomas R. Kloster

Thomas R. Kloster

Exhibit A

RESOLUTIONS OF THE BOARD OF DIRECTORS OF PRIMUS TELECOMMUNICATIONS, INC.

I. Approval of Agreement and Plan of Merger

WHEREAS, the Board of Directors of Primus Telecommunications, Inc., a Delaware corporation (the "Corporation"), has determined that it is in the best interests of the Corporation and its stockholders that Least Cost Routing, Inc., a Florida corporation and affiliate of the Corporation ("LCR"), be merged with and into the Corporation, with the Corporation as the surviving entity of the merger.

NOW, THEREFORE, BE IT RESOLVED, that the Agreement and Plan of Merger, substantially in the form attached to these resolutions as Annex A (the "Merger Agreement"), be, and such Merger Agreement hereby is, accepted, approved, authorized and adopted in all respects, and that the Chief Executive Officer, the Chief Financial Officer, the Executive Vice President and the Secretary of the Corporation (collectively, the "Authorized Officers") be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver the Merger Agreement and the other documents contemplated to be executed or delivered in connection with the Merger Agreement, with such changes therein as any Authorized Officer shall approve, such approval to be conclusively evidenced by such Authorized Officer's execution and delivery thereof, and to consummate the transactions contemplated thereby.

II. General Resolution

FURTHER RESOLVED, that any officer or any agent or attorney-in-fact of the Corporation authorized by any of the foregoing be, and each of them hereby is, authorized, empowered and directed to take, or cause to be taken, such further action, to engage in any and all negotiations, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Corporation such instruments and documents as such person deems appropriate in order to effectuate the purpose and intent of the foregoing resolutions, including the preparation and filing of a certificate of merger with the Delaware Secretary of State; such determination to be conclusively evidenced by the taking of such action, engaging in such negotiations, or the execution and delivery of such instruments and documents, as the case may be.

III. Ratification of Prior Acts

FURTHER RESOLVED, that all acts and things previously done by any officer of the Corporation, on or prior to the date hereof, in the name and on behalf of the Corporation, are in all respects authorized, ratified, approved, confirmed and adopted as the acts and deeds by and on behalf of the Corporation.

UNANIMOUS CONSENT ACTION OF THE BOARD OF DIRECTORS OF

LEAST COST ROUTING, INC.

The undersigned, as all the members of the Board of Directors of **LEAST COST ROUTING, INC.**, a Florida Corporation (the "Company"), unanimously agree,. adopt, consent to, and order the following corporate actions under § 607.0821 of the Florida Business Corporation Act (the "Act"):

1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of meeting be given.

2. The undersigned adopt the following corporate actions:

 WHEREAS, the Company desires to consummate a Merger (the "Merger") with **PRIMUS TELECOMMUNICATIONS, INC.**, a Delaware Corporation ("Primus"), all in accordance with § 607.1109 of the Act; and

 WHEREAS, Primus desires to consummate the Merger; and

 WHEREAS, Primus and the Company intend to enter into a Plan of Merger to consummate the Merger and a draft of the Plan of Merger is attached as exhibit "A"; and

 WHEREAS, the Company desires to consummate the Merger on the terms and conditions set forth in the Plan of Merger, which terms are incorporated by this reference; and

 WHEREAS, the Plan of Merger has been adopted by this Board, and no shareholder approval is required; and

 WHEREAS, the Company intends to file the Plan of Merger with the Florida Department of State in accordance with § 607.1105 of the Act; and

 WHEREAS, it is in the best interests of the Company to consummate these transactions.

NOW, THEREFORE:

BE IT RESOLVED, that the Merger and all of the transactions contemplated thereby are adopted, approved, and consented to and Thomas R. Kloster, the Company's Chief Financial Officer, is authorized and directed on behalf of the Company to negotiate, execute, and deliver the Plan of Merger and any and all other instruments or documents deemed necessary or appropriate by him to consummate the transactions contemplated by the Plan of Merger, with the deletions, modifications, or other changes deemed necessary or appropriate by the officers of the Company, in their sole discretion, on the advice of counsel or otherwise, to carry out the purpose or intent of the foregoing resolutions and to do or cause to be done any and all acts and things by or on behalf of the Company, in their sole discretion, on advice of counsel or otherwise, as they deem necessary and appropriate to consummate the transactions contemplated by the Plan of Merger; and

BE IT FURTHER RESOLVED, that the Secretary or any Assistant Secretary of the Company is authorized and directed to furnish copies of the foregoing resolutions to Primus and to certify that the resolutions are in full force and effect and have not been rescinded or modified.

IN WITNESS WHEREOF, the undersigned, as all of the members of the Board of Directors of **LEAST COST ROUTING, INC.** execute the foregoing corporate action for the purpose of giving their consent to it as of February 1, 2010.

Date: 2/1/10

K. Paul Singh

Date: 2/1/10

John F. DePodesta

Date: 2/1/10

Thomas R. Kloster

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