

F9700000256

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

OMNI COMMUNICATIONS, INC., a Florida corporation, P9300028270

INTO

USLD ACQUISITION CORP. II, a Texas corporation, F9700000256

File date: January 21, 1997

Corporate Specialist: Darlene Connell

CONTACT:

OFFICE USE ONLY (Document #)

F9700000256 ⁵⁶⁴⁵³²

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1 Omni Communications, Inc. into (Document #)
- 2 USLD Acquisition Corp. II (Document #)
- 3 _____ (Document #)
- 4 Must have file date 1/21/97 (Document #)

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

NEW FILINGS	
<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"/>	Disolution/Withdrawal
<input checked="" 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
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Merger
1-22-97

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Examiner's Initials

[Signature]

**ARTICLES OF MERGER
OF
OMNI COMMUNICATIONS, INC.
(a Florida corporation)
WITH AND INTO
USLD ACQUISITION CORP. II
(a Texas corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101, 607.1103 and 607.1107 of the Florida Business Corporation Act (the "Florida Act"), the undersigned domestic corporation and foreign corporation adopt the following Articles of Merger ("Articles of Merger"), this 21st day of January, 1997, for the purpose of effecting a merger between USLD ACQUISITION CORP. II, a Texas corporation ("USLD Acquisition"), and OMNI COMMUNICATIONS, INC., a Florida corporation ("Omni"), in accordance with the provisions of the Florida Act. USLD Acquisition and Omni are sometimes referred to herein as the "Constituent Corporations."

RECITALS

USLD Acquisition is a corporation duly organized and existing under the laws of the State of Texas with authorized capital of 1,000,000 shares of common stock, par value \$.01 per share (the "USLD Acquisition Common Stock"), of which no shares are held in treasury and 1,000 shares of USLD Acquisition Common Stock are issued and outstanding.

Omni is a corporation validly existing under the laws of the State of Florida with authorized capital consisting of 1,000,000 shares of common stock, par value \$.01 per share (the "Omni Common Stock"), of which no shares are held in the treasury and 618,182 shares are issued and outstanding.

U. S. Long Distance Corp., a Delaware corporation and holder of all of the issued and outstanding shares of USLD Acquisition Common Stock ("USLD"), and Omni, among others, have entered into an Agreement and Plan of Merger, dated January 21, 1997 (the "Agreement"), which contemplates the merger of Omni with and into USLD Acquisition (the "Merger"), with USLD Acquisition becoming the surviving corporation in accordance with the Agreement and these Articles of Merger.

The respective Boards of Directors of USLD Acquisition, Omni and USLD deem it advisable and in the best interests of each such corporation and their respective shareholders that Omni be merged with and into USLD Acquisition as provided herein and in the Agreement, and they have accordingly adopted resolutions approving the Agreement and these Articles of Merger, and the Agreement and these Articles of Merger have been approved by the required vote of the shareholders of each Constituent Corporation.

Therefore, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto covenant and agree upon and prescribe the terms and conditions of said merger, the mode of carrying them into effect and the manner and basis of converting the shares of the constituent corporations as follows:

ARTICLE 1.

The Merger

On the Effective Date of the Merger (as defined in Article 6 hereof), Omni shall be merged with and into USLD Acquisition, which as the surviving corporation is sometimes referred to herein as the "Surviving Corporation." The separate existence and corporate organization of Omni shall cease upon the Effective Date of the Merger, and thereafter USLD Acquisition shall continue as the Surviving Corporation under the laws of the State of Florida under the name "USLD Acquisition Corp. II." The Merger shall be pursuant to the provisions of and with the effect provided in the Florida Act and the Texas Business Corporation Act (the "Texas Act").

ARTICLE 2.

Articles of Incorporation and Bylaws

2.1. On the Effective Date of the Merger, the Articles of Incorporation of USLD Acquisition, as in effect immediately prior to the Effective Date of the Merger, shall be the Articles of Incorporation of the Surviving Corporation, until duly amended in accordance with law and such Articles of Incorporation.

2.2. On the Effective Date of the Merger, the Bylaws of USLD Acquisition, as in effect immediately prior to the Effective Date of the Merger, shall be the Bylaws of the Surviving Corporation, until the same shall thereafter be altered, amended or repealed in accordance with law, the Articles of Incorporation of the Surviving Corporation and such Bylaws.

ARTICLE 3.

Directors and Officers

3.1. The directors of the Surviving Corporation on the Effective Date of the Merger shall continue to be the directors of the Surviving Corporation.

3.2. The officers of the Surviving Corporation after the Effective Date of the Merger, who shall serve in the capacity listed opposite their respective names until their successors

have been duly elected and qualified or until their resignation, death or removal, in accordance with law, the Articles of Incorporation and Bylaws of the Surviving Corporation, shall be as follows:

Larry M. James
Phillip J. Storin
W. Audie Long

President and Chief Executive Officer
Vice President, CFO and Treasurer
Corporate Secretary

ARTICLE 4.

Manner and Basis of Converting Shares

4.1. On the Effective Date of the Merger, subject to Section 4.7 hereof, each share of USLD Acquisition Common Stock issued and outstanding immediately prior to the Effective Date of the Merger (other than USLD Acquisition Appraisal Shares [as hereinafter defined], all of which shall be cancelled) shall continue to remain outstanding and unchanged. "USLD Acquisition Appraisal Shares" are those shares of USLD Acquisition Common Stock as to which shareholders of USLD Acquisition have properly exercised and perfected their right to dissent and receive the fair value thereof in accordance with Article 262 of the Texas Act. Also on the Effective Date of the Merger, subject to Sections 4.3 and 4.7 hereof and adjustment as provided herein, each share of Omni Common Stock issued and outstanding immediately prior to the Effective Date of the Merger (other than Omni Appraisal Shares [as hereinafter defined], all of which shares shall be cancelled), not to exceed 618,182 shares of Omni Common Stock in the aggregate, shall, by virtue of the Merger and without any action on the part of the holder thereof, thereupon be converted into and become, in exchange for each share of Omni Common Stock, 0.161765 per share (the "Exchange Ratio") of USLD common stock, \$0.01 par value per share (the "USLD Common Stock"), with any excess shares of Omni Common Stock resulting in a reduction in the per-share Exchange Ratio. In the event that Omni has less than 618,182 shares of Omni Common Stock outstanding on the Effective Date of the Merger, the Exchange Ratio shall be proportionally increased. Each share of Omni Common Stock held in the treasury of Omni or by a wholly-owned subsidiary of Omni shall be cancelled as of the Effective Date of the Merger, and no portion of the Merger Consideration (as hereinafter defined) shall be payable with respect thereto. As used in these Articles of Merger, "Merger Consideration" shall mean the aggregate of 100,000 shares of USLD Common Stock exchanged for Omni Common Stock in the Merger at the Exchange Ratio. The Merger Consideration shall be reduced by the amount otherwise payable or issuable to holders of Omni who exercise dissenters' rights in connection with the Merger based upon such shareholders' ownership of Omni Common Stock outstanding on the Effective Date of the Merger. The Exchange Ratio shall be subject to appropriate adjustment in the event of a stock split, stock dividend or recapitalization subsequent to the date of the Agreement applicable to shares of Omni Common Stock or USLD Common Stock held of record on or before the Effective Date of the Merger. "Omni Appraisal Shares" are those shares of Omni Common Stock as to which shareholders have

properly exercised and perfected their right to dissent and to receive the fair value thereof in accordance with Sections 607.1301, 607.1302 and 607.1320 of the Florida Act.

4.2. After the Effective Date of the Merger, each holder of record of an outstanding certificate or certificates representing shares of Omni Common Stock shall surrender such certificate or certificates to USLD or to such agent or agents as shall be appointed by USLD (the "Exchange Agent") and shall be entitled to receive in exchange therefor (except to the extent such certificate or certificates represent Omni Appraisal Shares) a certificate or certificates representing the number of whole shares of USLD Common Stock into which the shares of Omni Common Stock theretofore represented by the certificate or certificates so surrendered shall have been converted, together with a check representing the cash adjustments for fractional shares, if any. Except as otherwise provided herein, each share of Omni Common Stock issued and outstanding immediately prior to the Effective Date of the Merger shall on and after the Effective Date of the Merger be deemed for all corporate purposes to evidence ownership of the number of shares of USLD Common Stock into which such shares have been converted. Until certificates representing shares of Omni Common Stock shall be surrendered and exchanged for certificates representing shares of USLD Common Stock, no dividend or other distributions, if any, payable to holders of record of USLD Common Stock as of any date subsequent to the Effective Date of the Merger shall be paid to the holders of such outstanding certificates of Omni Common Stock. Holders of unsurrendered certificates for shares of Omni Common Stock shall not be entitled to vote until such unsurrendered certificates for shares of Omni Common Stock are exchanged pursuant to this Section 4.2. Upon surrender and exchange of such outstanding certificates of Omni Common Stock and subject to the effect, if any, of applicable law, there shall be paid to the record holders of the certificates issued in exchange therefor, the amount, without interest thereon, of dividends and other distributions, if any, which has become payable after the Effective Date of the Merger with respect to the number of whole shares of USLD Common Stock represented thereby. Immediately prior to the Effective Date of the Merger, all outstanding stock options or rights to purchase Omni Common Stock, if any, shall be surrendered by the respective holders thereof and shall terminate and be cancelled and shall have no further force and effect whatsoever.

4.3. USLD shall not be required to issue, and no certificates shall be issued, for a fraction of a share of USLD Common Stock to any shareholder of USLD in respect of fractional interests, but in lieu thereof each such holder of shares of USLD Common Stock who would otherwise have been entitled to a fraction of a share of USLD Common Stock, upon compliance with Section 4.2 hereof, shall be paid cash equal to such fraction multiplied by the average of the per-share closing prices of USLD Common Stock on the Nasdaq Stock Market's National Market System for the twenty (20) trading days immediately preceding the date that is ten (10) days prior to the Effective Date of the Merger, subject to appropriate adjustment in the event of a stock split, stock dividend or recapitalization applicable to shares of USLD Common Stock held of record on or before the Effective Date of the Merger to the extent not reflected in such sales prices.

4.4. If any certificate evidencing shares of USLD Common Stock is to be issued in a name other than that in which the Omni certificate surrendered in exchange therefor is registered, it shall be a condition of the issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer and that the person requesting such exchange pay to USLD or the Exchange Agent any transfer or other taxes required by reason of the issuance of a certificate for shares of USLD Common Stock in any name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of USLD or the Exchange Agent that such tax has been paid or is not payable.

4.5. USLD may, without notice to any person, terminate all exchange agencies after thirty (30) days following the Effective Date of the Merger, and thereafter all exchanges, payments and notices provided for in these Articles of Merger as being made to or by the Exchange Agent shall be made to or by USLD or its transfer agent.

4.6. The holder of a certificate or certificates representing shares of Omni Common Stock issued and outstanding immediately prior to the Effective Date of the Merger shall have no rights with respect to such shares other than to exercise and perfect their right to dissent to the Merger and to receive the fair value of such shares in the manner provided by Sections 607.1301, 607.1302 and 607.1320 of the Florida Act or surrender such certificate or certificates pursuant to Section 4.2 hereof. The holder of a certificate or certificates representing shares of the USLD Acquisition Common Stock issued and outstanding prior to the Effective Date of the Merger shall have no rights with respect to such shares other than to exercise and perfect their right to dissent to the Merger and to receive the fair value of such shares in the manner provided by Article 262 of the Texas Act.

4.7. If the holder of any shares of Omni Common Stock issued and outstanding immediately prior to the Effective Date of the Merger shall become entitled to receive payment for such shares in accordance with the applicable provisions of Sections 607.1301 and 607.1302 of the Florida Act, then such payment shall be in lieu of the conversion provided in Section 4.1 hereof and shall be made by the Surviving Corporation. Omni shall give USLD Acquisition and USLD prompt notice upon receipt of any written objections to the Merger or claims of appraisal rights and shall not without prior written consent of USLD Acquisition and USLD make any payment with respect to, or settle or offer to settle, any such objection or claim. If the holder of any shares of USLD Common Stock issued and outstanding immediately prior to the Effective Date of the Merger shall become entitled to receive payment for such shares in accordance with the applicable provisions of Article 262 of the Texas Act, then such payment shall be made by the Surviving Corporation.

ARTICLE 5.

Terms and Conditions of the Merger

5.1 On the Effective Date of the Merger, the separate existence of Omni shall cease for all purposes, and Omni shall be merged with and into USLD Acquisition, which, as

the Surviving Corporation, shall thereupon and thereafter possess all of the rights, privileges, immunities, powers and franchises of a public as well as of a private nature, and shall be subject to all the restrictions, liabilities, obligations, disabilities and duties of each of the Constituent Corporations so merged; and all and singular, the rights, privileges, immunities, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed and all debts due to any of the Constituent Corporations on whatever account, including stock subscriptions and all other choses in action, and all and every other interest of or belonging to or due to each of such Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The title to any real estate vested by deed or otherwise, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger.

5.2 On the Effective Date of the Merger, the Surviving Corporation shall also be responsible and liable and subject to all restrictions, liabilities, obligations, disabilities and duties of each Constituent Corporation; and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted against any of the Constituent Corporations may be prosecuted as if the Merger had not taken place or the Surviving Corporation had been substituted in its place. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by the Merger, and such rights and liens shall attach to the Surviving Corporation, and may be enforced against it to the same extent as if the merger had not taken place. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title of any property or rights of Omni, the last acting officers and directors of Omni, as the case may be, or the corresponding officers and directors of the Surviving Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of the Agreement and these Articles of Merger.

ARTICLE 6.

Effective Date

As used in these Articles of Merger, the term "Effective Date of the Merger" shall mean the latter of the issuance of a Certificate of Merger by the Secretary of State of the State of Texas or the issuance of a Certificate of Merger by the Secretary of State of the State of Florida in accordance with the Texas Act and Florida Act, respectively.

ARTICLE 7.

Counterparts

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

ARTICLE 8.

Amendment

Subject to applicable law, these Articles of Merger may be amended, modified or supplemented only by written agreement of USLD Acquisition and Omni, duly authorized by each of their respective Boards of Directors, at any time prior to the Effective Date of the Merger; provided, however, that, after the adoption of the Agreement and these Articles of Merger by the shareholders of USLD Acquisition and Omni, no such amendment, modification or supplement shall reduce the amount or change the form of the consideration to be paid to the shareholders of Omni in accordance with Article 4 hereof.

ARTICLE 9.

Voting

The common stock of each Constituent Corporation is the only class of shares entitled to vote on the proposed Merger. As to each Constituent Corporation, the approval of whose shareholders is required, the designation and total number of shares outstanding and entitled to vote for or against the Merger, and the number of shares of each Constituent Corporation voted for or against the Merger, respectively, are as follows:

Name of Constituent Corporation	Designation of Class Entitled to Vote	Number of Common Shares Outstanding	Number of Shares Total Voted For	Total Voted Against
USLD Acquisition Corp. II	Common Stock	1,000	1,000	-0-
Omni Communications, Inc.	Common Stock	618,182	618,182	-0-

ARTICLE 10.

Authorization of Merger

The Agreement and these Articles of Merger and the performance of their terms were duly authorized by all action required by the laws under which each of USLD Acquisition, Omni and USLD are incorporated and by their respective constituent documents.

ATTEST:

USLD ACQUISITION CORP. II
a Texas corporation

By: _____
W. Audie Long
Corporate Secretary

By: _____
Larry M. James
President

ATTEST:

OMNI COMMUNICATIONS, INC.
a Florida corporation

By: _____
Neil J. Gaeta
Vice President

By: _____
Jason P. Judge
President

ATTEST:

U. S. LONG DISTANCE CORP.,
a Delaware corporation

By: _____
W. Audie Long
Corporate Secretary

By: _____
Larry M. James
President