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526 East Park Avenue  
Tallahassee, Florida 32301  
(850) 681-6528

L 89649

HOLD  
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828333/9625u

December 28, 2000

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

East Florida Communications, Inc. into Paetec Communications, Inc.

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy - please return  
three certified sets of merger docs

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include  
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

**EFFECTIVE DATE**  
12-31-00

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
00 DEC 28 AM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-12/28/00--01029--027  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

RECEIVED  
00 DEC 28 AM 10:08  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Merger  
12-31-00  
MKS

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

EAST FLORIDA COMMUNICATIONS, INC., a Florida corporation, L89649

INTO

**PAETEC COMMUNICATIONS, INC.**, a Delaware entity, F98000003605

File date: December 28, 2000, effective December 31, 2000

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER**  
**OF**  
**EAST FLORIDA COMMUNICATIONS, INC.**  
**INTO**  
**PAETEC COMMUNICATIONS, INC.**

**FILED**  
00 DEC 28 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
12-31-00

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1105 and 607.1107, Florida Statutes:

1. The name and jurisdiction of the surviving corporation is as follows:

<u>Name of Surviving Corporation</u>	<u>Jurisdiction</u>
PaeTec Communications, Inc.	Delaware

2. The name and jurisdiction of the merging corporation is as follows:

<u>Name of Merging Corporation</u>	<u>Jurisdiction</u>
East Florida Communications, Inc.	Florida

3. The Agreement of Merger ("Plan of Merger") setting forth the terms and conditions of the merger is attached to these Articles of Merger and incorporated herein by reference.

4. The merger shall become effective on December 31, 2000.

5. The Plan of Merger was approved and adopted by the Board of Directors and sole Shareholder of the surviving corporation on December 21, 2000.

6. The Plan of Merger was approved and adopted by the Board of Directors and sole Shareholder of the merging corporation on December 21, 2000.

IN WITNESS WHEREOF, the undersigned corporations have signed these Articles of  
Merger on this 21st day of December, 2000.

PAETEC COMMUNICATIONS, INC.

By: Arunas A. Chesonis

Name: Arunas A. Chesonis

Title: President, Chairman & CEO

EAST FLORIDA COMMUNICATIONS, INC.

By: Arunas A. Chesonis

Name: Arunas A. Chesonis

Title: Chairman & CEO

## **AGREEMENT OF MERGER**

This sets forth the AGREEMENT OF MERGER dated as of December 21, 2000, between **PAETEC COMMUNICATIONS, INC.** ("Communications"), a Delaware Corporation and **EAST FLORIDA COMMUNICATIONS, INC.** ("EFC"), a Florida Corporation.

### **RECITALS**

EFC is a wholly owned subsidiary of Communications and the parties have determined that it will be desirable for EFC to merge into Communications.


### **TERMS**

**NOW, THEREFORE**, in consideration of the matters recited, the parties agree as follows:

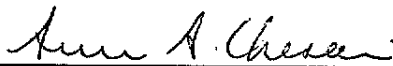
1. Pursuant to Section 252 of the Delaware General Corporation Law and Section 607.1107 of the Florida Business Corporation Act, EFC shall merge into Communications which shall be the surviving corporation.
2. The outstanding shares of capital stock of EFC shall be cancelled effective as of the merger, with no additional Communications stock to be issued.
3. The Certificate of Incorporation and By-Laws of Communications as in effect on the date of the merger shall continue in full force and effect as the Certificate of Incorporation and By-Laws of the surviving corporation.
4. The directors and officers of Communications shall continue in office until the next annual meeting of stockholders and until their successors shall be elected and qualified.
5. The merger shall become effective on December 31, 2000.

The foregoing is established by the following signatures of the authorized officers of EFC and Communications, given as of December 21, 2000.

PAETEC COMMUNICATIONS, INC.

By:   
Arunas A. Chesonas  
Title: President, Chairman & CEO

EAST FLORIDA COMMUNICATIONS, INC.

By:   
Arunas A. Chesonis  
Title: Chairman & CEO