

F98000004797

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Universalcom, Inc. Merging into: NewSouth Communications Corp.

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FILED
2001 DEC 20 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

RECEIVED
01 DEC 20 PM 12:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name _____
 Availability _____
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 Updater _____
 Verifier _____
 W.P. Verifier _____

12/20/01

Order#: 5001912

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 Ref#: *****70.00 *****70.00

C. Coulliette DEC 20 2001
 Amount: \$ _____

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

EFFECTIVE DATE
12-31-01

ARTICLES OF MERGER
Merger Sheet

MERGING:

UNIVERSALCOM, INC., a Florida corporation, 698480

into

NEWSOUTH COMMUNICATIONS CORP., a Delaware entity F98000004797

File date: December 20, 2001 , effective December 31, 2001

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

of

UNIVERSALCOM, INC.
(a Florida corporation)

with and into

NEWSOUTH COMMUNICATIONS CORP.
(a Delaware corporation),
being the surviving corporation

FILED
2001 DEC 20 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


In accordance with Section 252 of the Delaware General Corporation Law (the "DGCL") and Sections 607.1105 and 607.1109 of the Florida Business Corporation Act (the "FBCA"), the undersigned do hereby certify:

1. The Agreement and Plan of Merger between UniversalCom, Inc. ("UCI") and NewSouth Communications Corp. ("NCC") is attached hereto as Exhibit A (the "Plan of Merger").
2. The merger of UCI with and into NCC shall become effective on December 31, 2001, at 11:59 PM, Eastern Time, after the filing with the Department of State of the State of Florida (the "Department of State") of these Articles of Merger.
3. The Plan of Merger was duly approved and adopted by the board of directors and the sole shareholder of UCI on December 18, 2001, pursuant to the FBCA. The Plan of Merger was duly approved and adopted by the board of directors and the sole shareholder of NCC on December 18, 2001, pursuant to DGCL.
4. The address of the registered office of NCC, the surviving corporation, in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801 and its registered agent at such address is The Corporation Trust Company.
5. NCC hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of UCI and agrees to promptly pay to the dissenting shareholders of UCI amounts, if any, to which they are entitled under Section 607.1302 of the FBCA.

EFFECTIVE DATE
12-31-01

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 19th day of December, 2001.

NewSouth Communications Corp.

By: 
Kevin Hendricks,
Vice President and Secretary

UniversalCom, Inc.

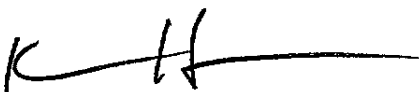
By: 
Kevin Hendricks,
Vice President and Secretary

Exhibit A

[See attached Plan of Merger]

AGREEMENT AND PLAN OF MERGER
of
UNIVERSALCOM, INC.
(a Florida corporation)
with and into
NEWSOUTH COMMUNICATIONS CORP.
(a Delaware corporation)

I.

MERGER: CONSTITUENT ENTITIES

UniversalCom, Inc., a Florida corporation ("UCI"), shall merge with and into NewSouth Communications Corp., a Delaware corporation (the "Company"), as permitted by Section 252 of the Delaware General Corporation Law and Sections 607.1101-607.1109 of the Florida Business Corporation Act.

II.

SURVIVING ENTITY

The Company shall be the surviving corporation (the "Surviving Corporation") of the Merger, and the Company's name shall remain "NewSouth Communications Corp."

III.

CERTIFICATE OF INCORPORATION AND BYLAWS

The Certificate of Incorporation of the Company as it exists immediately prior to the Merger shall be the Certificate of Incorporation of the Surviving Corporation, and the Bylaws of the Company as they exist immediately prior to the Merger shall be the Bylaws of the Surviving Corporation.

IV.

DIRECTORS AND OFFICERS

Upon the effectiveness of the Merger, the directors and officers of the Company immediately prior to the Merger shall remain the respective directors and officers of the Surviving Corporation after the Merger, holding office in accordance with the Bylaws of the Company.

V.

MANNER AND BASIS OF CONVERTING OWNERSHIP INTERESTS

Upon the Merger becoming effective in accordance with Article VII below, by virtue of the Merger and without any action on the part of any stockholder of UCI, each share of common stock held by each stockholder of UCI that is outstanding immediately prior to the effectiveness of the Merger shall be automatically converted into one share of common stock of the Company. All shares of capital stock of the Company outstanding immediately prior to the Merger will remain outstanding upon the Merger becoming effective.

VI.

LOCATION AND AVAILABILITY OF AGREEMENT OF MERGER

The Agreement and Plan of Merger is on file with NewSouth Communications Corp. at its principal place of business, located at Two N. Main St., Greenville, SC 29601. A copy of the Agreement and Plan of Merger will be furnished by NewSouth Communications Corp., on request and without cost, to any stockholder of UCI or the Company.

VII.

EFFECTIVE DATE

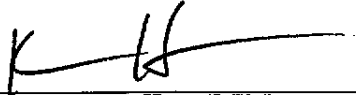
The Merger shall become effective on December 31, 2001, at 11:59 PM, Eastern Time, after the filing with the Secretary of State of the State of Delaware of the Certificate of Merger and the filing with the Department of State of the State of Florida of the Articles of Merger.

[Signature on Following Page]


IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed in their respective names and on their respective behalf on this 18th day of December, 2001.

UNIVERSALCOM, INC.

NEWSOUTH COMMUNICATIONS CORP.

By: 

Kevin Hendricks,
Vice President and Secretary

By: 

Kevin Hendricks,
Vice President and Secretary