

M010000000499

OT CORPORATION SYSTEM

CORPORATION(S) NAME

AT&T Broadband Phone of Florida, LLC

merging: MediaOne Florida Telecommunications, Inc.

300003802443--3  
-03/06/01--01049--022  
\*\*\*\*\*60.00 \*\*\*\*\*60.00

<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		

Name 3/6/01  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

Order#: 374941

Ref#:

Amount: \$

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DIVISION OF CORPORATIONS  
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TALLAHASSEE FLORIDA

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

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MEDIAONE FLORIDA TELECOMMUNICATIONS, INC. a Florida entity  
P95000047602

into

**AT&T BROADBAND PHONE OF FLORIDA, LLC**, a Delaware entity  
M01000000499

File date: March 6, 2001

Corporate Specialist: Lee Rivers

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. MEDIAONE FLORIDA TELECOMMUNICATIONS, INC. 188 Inverness Drive West, Suite 600 Englewood, Colorado 80112	FLORIDA	CORPORATION
Florida Document/Registration Number: P95000047602		FEI Number: 04-3283052
2. AT&T BROADBAND PHONE OF FLORIDA, LLC 188 Inverness Drive West, Suite 600 Englewood, Colorado 80112	DELAWARE	LLC
Florida Document/Registration Number: M01000000499		FEI Number: 04-3172563
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

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(Attach additional sheet(s) if necessary)

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AT&T BROADBAND PHONE OF FLORIDA, LLC	DELAWARE	LLC
188 Inverness Drive West, Suite 600		
Englewood, Colorado 80112		

Florida Document/Registration Number: MD1000000499

FEI Number: 04-3172563

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

Name of Entity \_\_\_\_\_

Signature(s)

Typed or Printed Name of Individual

MEDIACONE FLORIDA TELECOMMUNICATIONS, INC.

James N. Zerefos

AT&T BROADBAND PHONE OF FLORIDA, LLC

Glenda M. Hajar

*(Attach additional sheet(s) if necessary)*

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**PLAN OF MERGER  
OF  
MEDIAONE FLORIDA TELECOMMUNICATIONS, INC.  
A FLORIDA CORPORATION  
WITH AND INTO  
AT&T BROADBAND PHONE OF FLORIDA, LLC,  
A DELAWARE LIMITED LIABILITY COMPANY**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with §§607.1103, 607.1108 and 607.1109, is being submitted in accordance with §§607.1103, 607.1108 and 607.1109 of the Florida Business Corporation Act.

PLAN OF MERGER adopted by MediaOne Florida Telecommunications, Inc., a business corporation organized under the laws of the State of Florida, by written consent of its sole Director on February 28, 2001, and adopted by AT&T Broadband Phone of Florida, LLC, a limited liability company organized under the laws of the State of Delaware, by written consent of its sole Member on February 28, 2001. The names of the entities planning to merge are MediaOne Florida Telecommunications, Inc., a business corporation organized under the laws of the State of Florida, and AT&T Broadband Phone of Florida, LLC, a limited liability company organized under the laws of the State of Delaware. The name of the surviving company into which MediaOne Florida Telecommunications, Inc. plans to merge is AT&T Broadband Phone of Florida, LLC.

1. MediaOne Florida Telecommunications, Inc. and AT&T Broadband Phone of Florida, LLC shall, pursuant to the provisions of §§607.1107 through 607.11101 of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of the surviving company, be merged with and into a single limited liability company, to wit, AT&T Broadband Phone of Florida, LLC, which shall be the surviving company at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving company", and which shall continue to exist as said surviving company under its present name pursuant to the provisions of laws of the jurisdiction of its organization. The separate existence of MediaOne Florida Telecommunications, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of §§607.1107 through 607.11101 of the Florida Business Corporation Act.

2. The present Certificate of Formation and Limited Liability Company Agreement (the "Charter Documents") of the surviving company shall be the Charter Documents of said surviving company and said Charter Documents shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving company.

3. The sole Member and officers in office of the surviving company at the effective time and date of the merger shall be the sole Member and the officers of the surviving company, all of whom shall hold their respective offices until their successors are elected and qualified, or until their tenure is otherwise terminated in accordance with the Charter Documents of the surviving company.

4. Each issued share of the non-surviving corporation immediately before the effective time and date of the merger shall be surrendered and extinguished and the surviving company shall succeed to all of the properties, rights and other assets and shall be subject to all of the liabilities of the non-surviving corporation without further action by either company. The membership interests of the surviving company shall not be converted or exchanged in any manner.

5. The Plan of Merger herein made and approved shall be submitted to the sole shareholder of the non-surviving corporation and to the sole Member of the surviving company for their approval or rejection in the manner prescribed by the provisions of §§607.1107 through 607.11101 of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of formation of the surviving company.

6. In the event that the Plan of Merger shall have been approved by the sole shareholder entitled to vote of the non-surviving corporation in the manner prescribed by §§607.1107 through 607.11101 of the Florida Business Corporation Act and by the sole Member entitled to vote of the surviving company in the manner prescribed by the laws of the jurisdiction of its incorporation, the non-surviving corporation and the surviving company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The sole Director and the proper officers of the non-surviving corporation and the sole Member and the proper officers of the surviving company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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Executed on February 28, 2001.

MEDIAONE FLORIDA  
TELECOMMUNICATIONS, INC.,  
a Florida Corporation

By: 

Name: James N. Zerefos

Capacity: Assistant Secretary

AT&T BROADBAND PHONE OF  
FLORIDA, LLC,  
a Delaware limited liability company

By: 

Name: Glenda M. Hajar

Capacity: Assistant Secretary

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