

M1200000650

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

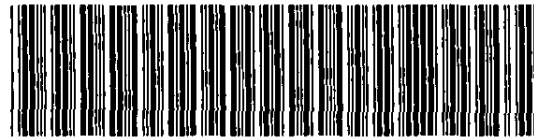
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700242685527

12/27/12--01016--019 **120.00

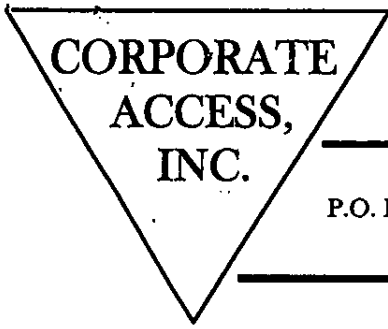
Mayer
Effort
12-31-12

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2012 DEC 27 AM 11:25
NOT RECORDED
TO BE RECORDED
SUFFICIENT OF FILING

FILED
2012 DEC 27 PM 1:59
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

DEC 27 2012

T. ROBERTS



"When you need ACCESS to the world"

236 East 6th Avenue . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP:

12/27/12 Linda

☐ CERTIFIED COPY

☒ PHOTOCOPY

☐ CUS

☒ FILING

Merger

1.

SATURN Telecommunications Services Inc
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

CERTIFICATE OF MERGER

OF

DELTACOM INFORMATION SYSTEMS, INC.
(an Alabama corporation),

SATURN TELECOMMUNICATION SERVICES INC.
(a Florida corporation), and

STS TELECOM, LLC
(a Florida limited liability company),

WITH AND INTO

DELTACOM, LLC
(an Alabama limited liability company)

December 27, 2012

In accordance with Section 10A-1-8.02 of the Alabama Business and Nonprofit Entity Code, Section 607.1109 of the Florida Business Corporation Act and Section 608.4382 of the Florida Limited Liability Company Act, the undersigned does hereby certify that:

1. The name, state of formation and public office where the certificate of formation or incorporation, as applicable, of each entity that is a party to the merger are as follows:

<u>Name</u>	<u>State of Formation</u>	<u>Filing Office of Certificate of Formation/Incorporation</u>
DeltaCom Information Systems, Inc.	Alabama	Alabama Secretary of State and Marshall County, Alabama, Probate Court
Saturn Telecommunication Services Inc.	Florida	Florida Department of State, Division of Corporations
STS Telecom, LLC	Florida	Florida Department of State, Division of Corporations
DeltaCom, LLC	Alabama	Alabama Secretary of State and Marshall County, Alabama, Probate Court

2. On December 27, 2012, an Agreement and Plan of Merger ("Agreement of Merger") between the parties was approved, adopted, executed and acknowledged by each of the constituent entities' boards of directors and stockholders or members, as applicable, in accordance with the Alabama Business and Nonprofit Entity Code, the Florida Business Corporation Act and the Florida Limited Liability Company Act, as applicable. This Agreement of Merger is attached hereto as Exhibit A and incorporated herein by reference.

3. The name of the surviving entity is "DeltaCom, LLC" which shall be an Alabama limited liability company.

FILED
2012 DEC 27 PM 2:00
CLERK OF COURT
MARSHALL COUNTY, ALABAMA

E. H. H. H. H. H.

12-31-12

4. The certificate of formation of DeltaCom, LLC will be the certificate of formation of the surviving entity without amendment.

5. The executed Agreement of Merger is on file at 1375 Peachtree Street, Atlanta, Georgia 30309, the principal place of business of the surviving entity.

6. The surviving entity will provide a copy of the Agreement of Merger, upon request and without cost, to any owner of any entity that was a party to the merger.

✓ 7. The surviving entity appoints the Secretary of State of the State of Florida as its agent for service of process in any proceeding (i) to enforce the obligations or the appraisal rights of the members of STS Telecom, LLC under the Florida Limited Liability Company Act or (ii) to enforce the obligations or the rights of dissenting stockholders of Saturn Telecommunications Services Inc. under the Florida Business Corporation Act. For purposes of Section 48.181 of the Florida Statutes, the Secretary of State of the State of Florida may use the following street and mailing address 1375 Peachtree Street, Atlanta, Georgia 30309.

8. The surviving entity has agreed to pay to any members with appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595 of the Florida Limited Liability Company Act.

9. The surviving entity has agreed to promptly pay to any dissenting stockholders of Saturn Telecommunications Services Inc. the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

10. The Merger shall become effective as of 11:59 p.m. Eastern Standard Time on December 31, 2012.

[Signature Page to Follow]

IN WITNESS WHEREOF, the surviving entity has caused this Certificate of Merger to be executed on behalf of all parties to the merger by its duly authorized representative as of the date first written above.

DELTACOM, LLC, an Alabama limited liability company

By: EarthLink Carrier, LLC, a Delaware
limited liability company
Its: Sole Member

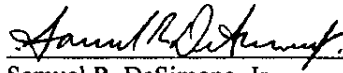
By: 
Name: Samuel R. DeSimone, Jr.
Title: Executive Vice President, General
Counsel and Secretary

EXHIBIT A
Agreement and Plan of Merger
[See attached]

AGREEMENT AND PLAN OF MERGER

OF

DELTACOM INFORMATION SYSTEMS, INC.

(an Alabama corporation),

SATURN TELECOMMUNICATION SERVICES INC.

(a Florida corporation), and

STS TELECOM, LLC

(a Florida limited liability company),

WITH AND INTO

DELTACOM, LLC

(an Alabama limited liability company), being the surviving entity

December 27, 2012

1. **The Merger; Surviving Entity.** Upon the terms and subject to the satisfaction or waiver, if permissible, of the conditions hereof, and in accordance with the provisions of the Alabama Business and Nonprofit Entity Code, the Alabama Business Corporation Law and the Alabama Limited Liability Company Law (collectively, the "AL Code"), the Florida Business Corporation Act (the "FL Corporation Act") and the Florida Limited Liability Company Act (the "FL LLC Act"), at the Effective Time (as herein defined) DeltaCom Information Systems, Inc., an Alabama corporation, Saturn Telecommunications Services Inc., a Florida corporation, STS Telecom, LLC, a Florida limited liability company (collectively, the "Merged Entities"), shall be merged with and into DeltaCom, LLC, an Alabama limited liability company ("DeltaCom"), and the separate existence of the Merged Entities shall cease and DeltaCom shall continue as the surviving entity (the "Surviving Entity") and shall be a limited liability company governed by the AL Code and managed by its members (the "Merger").

2. **Status in the Surviving Entity of Owners of the Merged Entities.** Prior to the Effective Time of the Merger, the Surviving Entity owns all of the ownership interests of each of the Merged Entities. EarthLink Carrier, LLC, a Delaware limited liability company, owns all of the ownership interests of DeltaCom prior to the Effective Time of the Merger and will hold all of the ownership interests of the Surviving Entity following the Effective Time of the Merger.

3. **Effective Time.** The Merger shall become effective upon the effective time and date set forth in the Certificate of Merger to be filed with the Secretary of State of the State of Alabama and the Department of State, Division of Corporations of the State of Florida (the "Effective Time").

4. **Effects of the Merger.** The Merger shall have the effects set forth in the AL Code, the FL Corporation Act, the FL LLC Act and this Plan of Merger.

5. **Certificate of Formation and Operating Agreement.** The Certificate of Formation of DeltaCom, as in effect immediately prior to the Effective Time, shall be the Certificate of Formation of the Surviving Entity. The Operating Agreement of DeltaCom, as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Entity.

6. Member and Officers. The sole member and the officers of DeltaCom, as of immediately prior to the Effective Time, shall continue as the sole member and the officers of the Surviving Entity on the terms provided in the Certificate of Formation and Operating Agreement of the Surviving Entity in each case until its, his or her successor is duly elected or appointed in accordance therewith.

7. Treatment of Ownership Interests of the Merged Entities and the Surviving Entity. At the Effective Time, automatically by virtue of the Merger and without any action on the part of any person:

(a) Each limited liability company interest and each share of each class or series of capital stock of the Merged Entities, as applicable, issued and outstanding, or held in treasury, immediately prior to the Effective Time will be canceled and no consideration shall be issued in respect thereof; and


(b) Each limited liability company interest of DeltaCom issued and outstanding immediately prior to the Effective Time will remain an identical issued and outstanding limited liability company interest of DeltaCom, unaffected by the Merger.

8. Surviving Entity Address. The street address of the Surviving Entity's principal place of business is 1375 Peachtree Street, Atlanta, Georgia 30309.

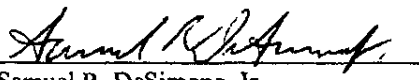
[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed as of the date first above written.

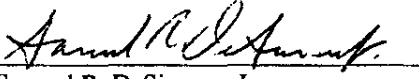
DELTACOM INFORMATION SYSTEMS, INC.,
an Alabama corporation

By: 
Name: Samuel R. DeSimone, Jr.
Title: Executive Vice President, General
Counsel and Secretary

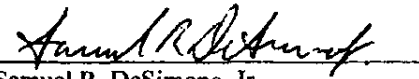
SATURN TELECOMMUNICATION
SERVICES INC., a Florida corporation

By: 
Name: Samuel R. DeSimone, Jr.
Title: Executive Vice President, General
Counsel and Secretary

STS TELECOM, LLC, a Florida limited liability
company

By: 
Name: Samuel R. DeSimone, Jr.
Title: Executive Vice President, General
Counsel and Secretary

DELTACOM, LLC, an Alabama limited liability
company

By: 
Name: Samuel R. DeSimone, Jr.
Title: Executive Vice President, General
Counsel and Secretary