

P00000113140

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5-25-02

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ORIUS CENTRAL OFFICE SERVICES, INC.

Certificate of Status	0
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Merger
AKERMAN
5/20/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

QMW COMMUNICATIONS, INC., a Florida corporation, document number
P00000113146

INTO

ORIUS CENTRAL OFFICE SERVICES, INC., a Florida entity, P00000113140

File date: May 20, 2002, effective May 25, 2002

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>Orius Central Office Services, Inc.</u>	<u>Florida</u>

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Second: The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
<u>OMW Communications, Inc.</u>	<u>Florida</u>

Third: The Plan of Merger is attached.

EFFECTIVE DATE
5-25-02

Fourth: The merger shall become effective on May 25, 2002.

Fifth: Adoption of Merger by surviving corporation -

The Plan of Merger was adopted by the board of directors of the surviving corporation on May 20, 2002 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation -

The Plan of Merger was adopted by the board of directors of the merging corporation on May 20, 2002 and shareholder approval was not required.

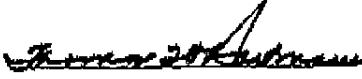
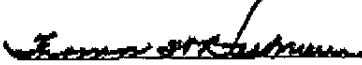
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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual & Title</u>
Orius Central Office Services, Inc.		Thomas W. Hartmann, Vice President & Secretary
QMW Communications, Inc.		Thomas W. Hartmann, Vice President & Secretary

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PLAN OF MERGER

This Plan of Merger (this "Plan") has been adopted as of the 20th day of May, 2002 by Orius Central Office Services, Inc., a Florida corporation ("Orius Central Office") and QMW Communications, Inc., a Florida corporation and a wholly-owned subsidiary of Orius Central Office ("QMW").

RECITALS

The Boards of Directors of Orius Central Office and QMW have determined that it is advisable and in the best interest of each of Orius Central Office and QMW that QMW be merged with and into Orius Central Office on the terms and subject to the conditions set forth herein (the "Merger").

ARTICLE I

The Merger

On the Effective Date (as defined in Article V hereof), QMW shall merge with and into Orius Central Office in accordance with the Florida Business Corporation Act, and the separate existence of QMW shall cease and Orius Central Office shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

On the Effective Date, the Articles of Incorporation of Orius Central Office, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation.

On the Effective Date, the Bylaws of Orius Central Office, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

On the Effective Date, the officers and directors of Orius Central Office shall be the officers and directors of the Surviving Corporation until their successors are elected and qualified.

ARTICLE III

Manner and Basis of Converting Shares

On the Effective Date, each issued and outstanding share of common stock, par value \$.01 per share, of QMW, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

On the Effective Date, each share of capital stock of QMW held in treasury shall be canceled and extinguished.

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ARTICLE IV

Effect of Merger

On the Effective Date, all property, rights, privileges, powers and franchises of QMW shall vest in the Surviving Corporation, and all liabilities and obligations of QMW shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

Effective Date

As used in this Agreement, the term "Effective Date" shall mean May 25, 2002.

ARTICLE VI

Amendment, Modification and Termination

The Board of Directors of Orius Central Office and/or QMW may amend, terminate and/or abandon the Merger at any time prior to the Effective Date.

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854-453-5503

FROM-AKERMAN SENTERFITT EIDSON PA

MAY-20-02 10:51AM