

JUN-26-03 16:17 From: AKERMAN SENTERFITT

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Division of Corporations

P00000113140

Florida Department of State
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Diana M. Guerra, Esq. 4546
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MERGER OR SHARE EXCHANGE
ORIUS CENTRAL OFFICE SERVICES, INC.

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Merger

06/27/03

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Department of State 6/25/2003 4:27 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 25, 2003

ORIUS CENTRAL OFFICE SERVICES, INC.
1401 FORUM WAY, STE 400
W PALM BEACH, FL 33401

SUBJECT: ORIUS CENTRAL OFFICE SERVICES, INC.
REF: P00000113140

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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:

Name

Jurisdiction

EFFECTIVE DATE
6-30-03

Orion Central Office Services, Inc.

Florida

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

Name

Jurisdiction

Arion Sub, Inc.

Delaware

Third: The Agreement and Plan of Merger is attached.

Fourth: The merger shall become effective on June 30, 2003.

Fifth: The merger is permitted by the laws of the State of Delaware and is in compliance with said laws.

Sixth: Adoption of Merger by surviving corporation -

The Agreement and Plan of Merger was adopted by the board of directors of the surviving corporation on May 28, 2003 and shareholder approval was not required.



Seventh: Adoption of Merger by merging corporation -

The Agreement and Plan of Merger was adopted by the board of directors on May 28, 2003 and sole shareholder of the merging corporation on June 24, 2003.

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Eighth: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual & Title</u>
Orion Central Office Services, Inc.		Thomas W. Hartmann, Vice President & Secretary
Arion Spb, Inc.		Thomas W. Hartmann, Vice President & Secretary

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan") has been adopted as of the ²⁴~~21~~ day of June, 2003 by Orius Central Office Services, Inc., a Florida corporation ("Orius") and Arion Sub, Inc., a Delaware corporation ("Arion").

RECITALS

The Board of Directors of Orius and the Board of Directors of Arion have determined that it is advisable and in the best interest of each of Orius and Arion that Arion be merged with and into Orius 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), Arion shall merge with and into Orius in accordance with the Delaware General Corporation Law and the Florida Business Corporation Act, and the separate existence of Arion shall cease and Orius shall thereafter continue as the surviving corporation (the "Surviving Entity") under the laws of the State of Florida.

ARTICLE II

The Surviving Entity

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

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

On the Effective Date, the officers and directors of Orius immediately prior to the Effective Date shall be the officers and directors of the Surviving Entity until their successors are duly elected and qualified or until their earlier resignation, removal, death or disability.

ARTICLE III

Manner and Basis of Converting Shares

On the Effective Date, each issued and outstanding share of common stock, par value \$0.01 per share, of Arion, shall, by virtue of the Merger and without any action on the part of the holder thereof, 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 Arion shall vest in the Surviving Entity, and all liabilities and obligations of Arion shall become liabilities and obligations of the Surviving Entity.

ARTICLE V

Effective Date

As used in this Agreement, the term "Effective Date" shall mean June 30, 2003.

ARTICLE VI

Amendment, Modification and Termination

The Boards of Directors of Orius and/or Arion may amend, terminate and/or abandon the Merger at any time prior to the Effective Date.

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