

P00000113143

CT CORPORATION SYSTEM

FILED
00 DEC 28 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Orius Broadband Services, Inc. (Survivor)

Orius Broadband Services, Inc. (Survivor)

000003516150--4
-12/28/00--01051--025
****113.75 ****113.75

<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 checked="" 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 _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/28/00

EFFECTIVE DATE

01-02-01

Merger
12-29-00
MST

Order#: 3491536

Ref#: _____

Amount: \$ _____

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 DEC 28 PM 1:48

* FILE FIRST *

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

ARTICLES OF MERGER
Merger Sheet

MERGING:

MICH-COM CABLE SERVICES INCORPORATED, a Michigan corporation,
F94000002462

STATE WIDE CATV, INC., a Florida corporation, P96000070873

INTO

ORIUS BROADBAND SERVICES, INC., a Florida entity, P00000113143

File date: December 28, 2000, effective January 2, 2001

Corporate Specialist: Doug Spitler

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 BROADBAND SERVICES, INC.</u>	<u>FLORIDA</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>MICH-COM CABLE SERVICES INCORPORATED</u>	<u>MICHIGAN</u>
<u>STATE WIDE CATV, INC.</u>	<u>FLORIDA</u>
_____	_____
_____	_____
_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 01 / 02 / 01 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on DECEMBER 15, 2000 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on DECEMBER 15, 2000

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

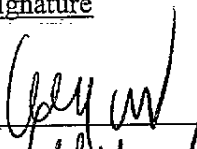
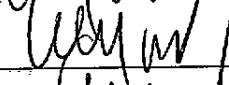
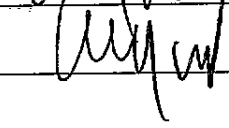
(Attach additional sheets if necessary)

EFFECTIVE DATE

01-02-01

FILED
00 DEC 28 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Orius Broadband Services, Inc.		William J. Mercurio, President
Mich-Com Cable Services Incorporated		William J. Mercurio, Executive Vice President
State Wide CATV, Inc.		William J. Mercurio, Executive Vice President

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

Name

Jurisdiction

ORIUS BROADBAND SERVICES, INC.

FLORIDA

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

Name

Jurisdiction

Mich-Com Cable Services Incorporated

Michigan

State Wide CATV, Inc.

Florida

Third: The terms and conditions of the merger are as follows:

SEE PLAN OF MERGER ATTACHED HERETO AS EXHIBIT A, INCORPORATED HEREIN BY REFERENCE AS IF FULLY SET FORTH HEREIN.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

SEE PLAN OF MERGER ATTACHED HERETO AS EXHIBIT A, INCORPORATED HEREIN BY REFERENCE AS IF FULLY SET FORTH HEREIN.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

EXHIBIT A

PLAN OF MERGER

This Plan of Merger (this "Plan") is entered into as of December 15, 2000 among **ORIOUS BROADBAND SERVICES, INC.**, a Florida corporation ("ORIOUS BROADBAND"), **STATE WIDE CATV, INC.**, a Florida corporation ("STATE WIDE") and **MICH-COM CABLE SERVICES INCORPORATED**, a Michigan corporation ("MICH-COM").

RECITALS

The boards of directors and shareholders of ORIOUS BROADBAND, STATE WIDE and MICH-COM have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that STATE WIDE and MICH-COM be merged with and into ORIOUS BROADBAND (the "Merger") on the terms and subject to the conditions set forth herein.

ARTICLE I

The Merger

At the Effective Time (as defined in Article V hereof), STATE WIDE and MICH-COM shall be merged with and into ORIOUS BROADBAND in accordance with the Florida Business Corporation Act and the Michigan Business Corporation Act, and the separate existence of STATE WIDE and MICH-COM shall cease and ORIOUS BROADBAND shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

A. At the Effective Time, the Articles of Incorporation of ORIOUS BROADBAND, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

B. At the Effective Time, the Bylaws of ORIOUS BROADBAND, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until further altered, amended or repealed.

C. At the Effective Time, the officers and directors of ORIUS BROADBAND, immediately prior to the Effective Date, shall be the officers and directors of the Surviving Corporation until their respective successors are duly elected or appointed and qualified.

ARTICLE III

Manner and Basis of Converting Shares

At the Effective Time, each share of common stock of STATE WIDE and MICH-COM, immediately prior to the Effective Time, shall be canceled and extinguished.

ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of STATE WIDE and MICH-COM shall vest in the Surviving Corporation, and all debts, liabilities and duties of STATE WIDE and MICH-COM shall become debts, liabilities and duties of the Surviving Corporation.

ARTICLE V

Effective Time

As used in this Agreement, the term, "Effective Time" shall mean January 2, 2001.

ARTICLE VI

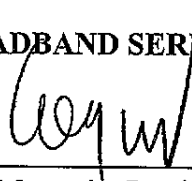
Amendment, Modification and Termination

The Board of Directors of ORIUS BROADBAND, STATE WIDE and MICH-COM may amend, terminate and/or abandon the Merger at any time prior to the Effective Time.

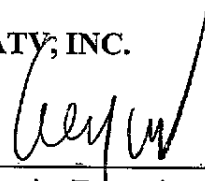
[Signatures on following page]

IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

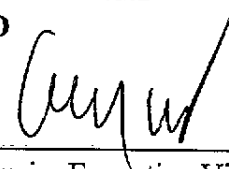
ORIOUS BROADBAND SERVICES, INC.

By: 
William J. Mercurio, President

STATE WIDE CATV, INC.

By: 
William J. Mercurio, Executive Vice President

**MICH-COM CABLE SERVICES
INCORPORATED**

By: 
William J. Mercurio, Executive Vice President