

P000000113148

CT CORPORATION SYSTEM

FILED
00 DEC 28 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Orius Broadband Services, Inc. (Survivor)

Orius Broadband Services, Inc. (Survivor)

2000003516152--8
-12/28/00--01051--026
*****78.75 *****78.75

<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		

RECEIVED
00 DEC 28 PM 1:48
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/28/00

Merger

1-2-01

PTS

EFFECTIVE DATE

01-02-01

Order#: 349153

Ref#:

Amount: \$

Original merger received 12/28/00, showed
incorrect survivor.
corrected 1/11/01
TV
* File Second *

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

AKERMAN SENTERFITT

ATTORNEYS AT LAW

LAS OLAS CENTRE II

350 EAST LAS OLAS BOULEVARD, SUITE 1600

FORT LAUDERDALE, FLORIDA 33301-4200

PHONE (954) 463-2700 • FAX (954) 463-2224

<http://www.akerman.com>

January 10, 2001

VIA FEDERAL EXPRESS

Thelma Lewis
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Merger of North American Tel-Com Group, Inc. And Orius Telecom Services, Inc.

Dear Thelma:

As per our conversation yesterday, enclosed please find revised Articles of Merger relating to the merger of North American Tel-Com Group, Inc. into Orius Telecom Services, Inc. As I discussed with you yesterday, the Articles of Merger that we filed contained a typographical error listing Orius Broadband Services, Inc. as the surviving entity instead of Orius Telecom Services, Inc. Please replace the Articles that were previously filed with the enclosed Articles and send me a revised certificate evidencing the merger of North American Tel-Com Group, Inc. into Orius Telecom Services, Inc..

Thank you so much for your assistance with this matter. If you have any questions, please call me at (954) 468-2467.

Very truly yours,

AKERMAN, SENTERFITT & EIDSON, P.A.


Flora Pérez

Enclosure(s)

FT093645;1

AKERMAN, SENTERFITT & EIDSON, P.A.

JACKSONVILLE • MIAMI • ORLANDO • TALLAHASSEE • TAMPA • WEST PALM BEACH



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 29, 2000

CSC

TALLAHASSEE, FL

SUBJECT: ORIUS BROADBAND SERVICES, INC.
Ref. Number: P00000113143

We have received your document for ORIUS BROADBAND SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE PLAN OF MERGER HAS THE WRONG CORPORATIONS LISTED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 500A00064856



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 2, 2001

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: ORIUS BROADBAND SERVICES, INC.
Ref. Number: P00000113143

WALK-IN
PICK-UP

We have received your document for ORIUS BROADBAND SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE PLAN OF MERGER STILL HAS THE WRONG CORPORATIONS LISTED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

ATTN:

Doug Spitler
Document Specialist

Letter Number: 601A00000002

please Back DATE.
NOTICE EFF. DATE.

Need Back Today.

THANK you!

ARTICLES OF MERGER
Merger Sheet

MERGING:

NORTH AMERICAN TEL-COM GROUP, INC., a Florida corporation,
P97000073897.

INTO

ORIOUS TELECOM SERVICES, INC., a Florida entity, P00000113148

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

Corporate Specialist: Thelma Lewis

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

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00 DEC 28 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
<u>NORTH AMERICAN TEL-COM GROUP, 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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

ORION TELECOM
SERVICES, INC.

**NORTH AMERICAN
TEL-COM GROUP, INC.**

WILLIAM J. MERCURIO, PRESIDENT

WILLIAM J. MERCURIO, PRESIDENT AND

CHIEF EXECUTIVE OFFICER

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:

<u>Name</u>	<u>Jurisdiction</u>
<u>ORIOUS TELECOM SERVICES, INC.</u>	<u>FLORIDA</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>NORTH AMERICAN TEL-COM GROUP, INC.</u>	<u>FLORIDA</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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 TELECOM SERVICES, INC.**, a Florida corporation ("ORIOUS TELECOM") and **NORTH AMERICAN TEL-COM GROUP, INC.**, a Florida corporation ("NORTH AMERICAN").

RECITALS

The boards of directors and shareholders of ORIOUS TELECOM and NORTH AMERICAN have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that NORTH AMERICAN be merged with and into ORIOUS TELECOM (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), NORTH AMERICAN shall be merged with and into ORIOUS TELECOM in accordance with the Florida Business Corporation Act, and the separate existence of NORTH AMERICAN shall cease and ORIOUS TELECOM 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 TELECOM, 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 TELECOM, 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 TELECOM, 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 NORTH AMERICAN, 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 NORTH AMERICAN shall vest in the Surviving Corporation, and all debts, liabilities and duties of NORTH AMERICAN 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 TELECOM and NORTH AMERICAN 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.

ORIUS TELECOM SERVICES, INC.

By: 

William J. Mercurio, President

NORTH AMERICAN TEL-COM GROUP, INC.

By: 

William J. Mercurio, President and Chief
Executive Officer