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Division of Corporations

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MERGER OR SHARE EXCHANGE

ORIUS TELECOM SERVICES, INC.

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merger

6/27/03

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



FLORIDA DEPARTMENT OF STATE

Glenda B. Hood
Secretary of State

June 25, 2003

ORION TELECOM SERVICES, INC.
1401 FORUM WAY, STE 400
W PALM BEACH, FL 33401

SUBJECT: ORION TELECOM SERVICES, INC.
REF: P00000113148

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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

Orius Telecom Services, Inc.

Florida

EFFECTIVE DATE
06/30/03

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

Name

Jurisdiction

Orius Telecom Products, Inc.

Florida

Third: The Plan of Merger is attached.

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

Fifth: Adoption of Merger by surviving corporation -

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

Sixth: Adoption of Merger by merging corporation -

Neither the board of directors or the shareholders of the merging corporation are required to approve the merger.

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual & Title</u>
Ortus Telecom Services, Inc.		Thomas W. Hartmann, Vice President & Secretary
Ortus Telecom Products, 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 ~~24~~²⁴th day of June, 2003 by Orius Telecom Services, Inc., a Florida corporation ("OTS") and Orius Telecom Products, Inc., a Florida corporation and a wholly-owned subsidiary of OTS ("OTP").

RECITALS

The Board of Directors of OTS has determined that it is advisable and in the best interest of each of OTS and OTP that OTP be merged with and into OTS 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), OTP shall merge with and into OTS in accordance with the Florida Business Corporation Act, and the separate existence of OTP shall cease and OTS 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 OTS, 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 OTS, 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 OTS shall be the officers 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 OTP, 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 OTP shall vest in the Surviving Entity, and all liabilities and obligations of OTP 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 Board of Directors of OTS may amend, terminate and/or abandon the Merger at any time prior to the Effective Date.

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