

Division of Corporations

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Florida Department of State

Division of Corporations

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From:

Angie Calabrese

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.

Account Number : 075471001363

Phone : (305)374-5600

Fax Number : (305)374-5095

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MERGER OR SHARE EXCHANGE**ORIUS TELECOMMUNICATION SERVICES, INC.**

Certificate of Status	0
Certified Copy	1
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Merger
KRB
12-27
(6)

ARTICLES OF MERGER
Merger Sheet

MERGING:

ORIOUS BROADBAND SERVICES, INC., a Florida corporation, document
number p00000113143

INTO

ORIOUS TELECOMMUNICATION SERVICES, INC., a Florida entity,
P00000114216

File date: December 27, 2001

Corporate Specialist: Karen Gibson

FAX AUDIT No. H01000124082

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 Telecommunication Services, Inc.</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>Orius Broadband Services, 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.

Fifth: Adoption of Merger by surviving corporation -

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 26, 2001 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporations -

The Plan of Merger was adopted by the board of directors of each of the merging corporations on December 26, 2001 and shareholder approval was not required.

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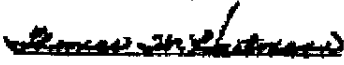

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual & Title</u>
Orius Telecommunication Services, Inc.		Thomas W. Hartmann, Vice President & Secretary
Orius Broadband Services, 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 27th day of December, 2001 by Orius Telecommunication Services, Inc., a Florida corporation ("Orius Telecommunication") and Orius Broadband Services, Inc., a Florida corporation ("Orius Broadband").

RECITALS

The Board of Directors of Orius Telecommunication and the Board of Directors and sole shareholder of Orius Broadband have determined that it is advisable and in the best interest of each of Orius Telecommunication and Orius Broadband that Orius Broadband be merged with and into Orius Telecommunication on the terms and subject to the conditions set forth herein (the "Merger").

ARTICLE I

The Merger

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

ARTICLE II

The Surviving Corporation

At the Effective Time, the Articles of Incorporation of Orius Telecommunication, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

At the Effective Time, the Bylaws of Orius Telecommunication, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

At the Effective Time, the officers and directors of Orius Telecommunication 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

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

At the Effective Time, each share of capital stock of Orius Broadband held in treasury shall be canceled and extinguished.

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ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of Orius Broadband shall vest in the Surviving Corporation, and all liabilities and obligations of Orius Broadband shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

Effective Time

As used in this Agreement, the term "Effective Time" shall mean 12:00 a.m. EST on the date immediately following the date on which the Articles of Merger relating to the Merger are filed with the Secretary of State of the State of Florida.

ARTICLE VI

Amendment, Modification and Termination

The Board of Directors of Orius Telecommunication and/or Orius Broadband may amend, terminate and/or abandon the Merger at any time prior to the Effective Time.