

P00000114216

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ORIUS TELECOMMUNICATION SERVICES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Merged
\$78.75
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ARTICLES OF MERGER
Merger Sheet

MERGING:

CABLEMASTERS CORP., a Pennsylvania corporation, not qualified in Florida

INTO

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

File date: March 25, 2002

Corporate Specialist: Karen Gibson

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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 Telecommunication Services, Inc.

Florida

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

Name

Jurisdiction

Cablemasters Corp.

Pennsylvania

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 February 27, 2002 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation -

The Plan of Merger was adopted by the board of directors of the merging corporation on February 28, 2002 and shareholder approval was not required.

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual & Title</u>
Orbus Telecommunication Services, Inc.		Thomas W. Hartmann, Vice President & Secretary
Cablemasters Corp.		Thomas W. Hartmann, Vice President & Asst. Secretary

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PLAN OF MERGER

This Plan of Merger (this "Plan") has been adopted as of the 28 day of February, 2002 by Orius Telecommunication Services, Inc., a Florida corporation ("Orius Telecommunication") and Cablemasters Corp., a Pennsylvania corporation and a wholly-owned subsidiary of Orius Telecommunication ("Cablemasters").

RECITALS

The Boards of Directors of Orius Telecommunication and Cablemasters have determined that it is advisable and in the best interest of each of Orius Telecommunication and Cablemasters that Cablemasters be merged with and into Orius Telecommunication 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), Cablemasters shall merge with and into Orius Telecommunication in accordance with the Florida Business Corporation Act and the Pennsylvania Business Corporation Law, and the separate existence of Cablemasters 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

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

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

On the Effective Date, 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

On the Effective Date, each issued and outstanding share of common stock, par value \$1.00 per share, of Cablemasters, 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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On the Effective Date, each share of capital stock of Cablemasters held in treasury shall be canceled and extinguished.

ARTICLE IV

Effect of Merger

On the Effective Date, all property, rights, privileges, powers and franchises of Cablemasters shall vest in the Surviving Corporation, and all liabilities and obligations of Cablemasters shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

Effective Date

As used in this Agreement, the term "Effective Date" shall mean the date on which Articles of Merger relating to the Merger are filed with the Secretary of State of the State of Florida and the Secretary of State of the Commonwealth of Pennsylvania.

ARTICLE VI

Amendment, Modification and Termination

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

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