

P00000114216

Div. of

om: A F N S E R I T T

5374 95

T-648 01/0 Job 64

Page of 1

## Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

### Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H02000068313 4)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations

Fax Number : (850) 205-0380

From:

Account Name : *Angie Calabrese* AKERMAN, SENTERFITT & EIDSON, P.A.

Account Number : 075471001363

Phone : (305) 374-5600

Fax Number : (305) 374-5095

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAR 29 PM 12:44

FILED

RECEIVED

02 MAR 29 PM 12:08

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

---

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

SCHATZ UNGERGROUND CABLE, INC., a Foreign entity F95000003594

INTO

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

File date: March 29, 2002

Corporate Specialist: Teresa Brown

MAR-29-02 11:52 From:AKERMAN SENTERFITT  
MAR-29-2002 10:40AM FROM:AKERMAN SENTERFITT

3053745095  
954-759-8911

T-646 P.02/05 Job-264  
T-668 P 002/005 F-600

FAX AUDIT No. H02000068313

**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

Schatz Underground Cable, Inc.

Missouri

**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 28, 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.

FL068 - C T System Online

FAX AUDIT No. H02000068313

{FT131129.1}

FILED  
02 MAR 29 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAR-29-02 11:52 From:AKERMAN SENTERFITT

3053745095

T-646 P.03/05 Job-264



MAR-29-2002 10:40AM FROM-AKERMAN SENTERFITT

954-753-8911

T-668 P 003/005 F-500

FAX AUDIT No. H02000068313

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual &amp; Title</u>
Ortus Telecommunication Services, Inc.		Thomas W. Hartmann, Vice President & Secretary
Scharz Underground Cable, Inc.		Thomas W. Hartmann, Vice President & Asst. Secretary

FL068 - C T System Online

FAX AUDIT No. H02000068313

{FT131129;1}

MAR-29-02 11:52 From:AKERMAN SENTERFITT

3053745095

T-646 P.04/05 Job-264

MAR-29-2002 10:40AM FROM-AKERMAN SENTERFITT

954-759-8911

T-668 P 004/005 F-500

FAX AUDIT NO. H02000068313

### 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 Schatz Underground Cable, Inc., a Missouri corporation and a wholly-owned subsidiary of Orius Telecommunication ("Schatz").

### RECITALS

The Boards of Directors of Orius Telecommunication and Schatz have determined that it is advisable and in the best interest of each of Orius Telecommunication and Schatz that Schatz 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), Schatz shall merge with and into Orius Telecommunication in accordance with the Florida Business Corporation Act and the General and Business Corporation Law of Missouri, and the separate existence of Schatz 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 Schatz, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

{FT131130;1}

FAX AUDIT NO. H02000068313

MAR-29-02 11:52 From:AKERMAN SENTERFITT  
MAR-29-2002 10:40AM FROM-AKERMAN SENTERFITT

3053745095  
954-759-8911

T-846 P.05/05 Job-264  
T-868 P 005/005 F-500

FAX AUDIT No. H02000068313

On the Effective Date, each share of capital stock of Scharz 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 Scharz shall vest in the Surviving Corporation, and all liabilities and obligations of Scharz 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 State of Missouri.

#### ARTICLE VI

##### Amendment, Modification and Termination

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

{FT131130:1}.

FAX AUDIT No. H02000068313