

P000000114216

CT CORPORATION

CORPORATION(S) NAME

Orius Telecommunication Services, Inc.

merging: DAS-CO of Idaho, Inc.

2002 JUN 20 PM 1:37
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<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
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	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
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<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		

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6/20/02

Order#: 5425791
EFFECTIVE DATE
06-29-02

Ref#: _____

C. Coullatte JUN 20 2002
Amount: \$ _____

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

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*****78.75 *****78.75

ARTICLES OF MERGER
Merger Sheet

MERGING:

DAS-CO OF IDAHO, INC., an Idaho corporation not qualified

INTO

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

File date: June 20, 2002, effective June 29, 2002

Corporate Specialist: Cheryl Coulliette

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>DAS-CO of Idaho, Inc.</u>	<u>Idaho</u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on June 29, 2002.

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.

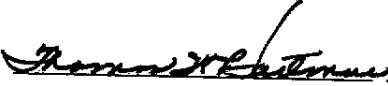
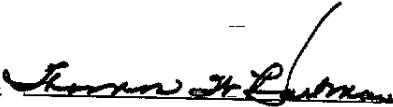
Sixth: Adoption of Merger by merging corporation -

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.

EFFECTIVE DATE
06-29-02

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TALLAHASSEE, FLORIDA

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
DAS-CO of Idaho, Inc.		Thomas W. Hartmann, Vice President & Asst. Secretary

PLAN OF MERGER

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

RECITALS

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

On the Effective Date, each share of capital stock of DAS-CO 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 DAS-CO shall vest in the Surviving Corporation, and all liabilities and obligations of DAS-CO shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

Effective Date

As used in this Agreement, the term "Effective Date" shall mean June 29, 2002.

ARTICLE VI

Amendment, Modification and Termination

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