P17240

ARTICLES OF MERGER
Merger Sheet

MERGING:

LRB, INC., a Florida corporation, 564046

INTO

CINCINNATI BELL INFORMATION SYSTEMS INC., an Ohio corporation, P17240

File date: December 27, 1996, effective December 30, 1996

Corporate Specialist: Joy Moon-French

Document Number Only P17240

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name

TALLAHASSEE, FL 32301

Address

222-1092

City State Zip Phone

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CORPORATION(S) NAME

Cincinnati Bell Information Systems, Inc.

and LRB, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

( ) Profit
( ) NonProfit
( ) Limited Liability Co.
( ) Foreign

( ) Amendment
( ) Dissolution/Withdrawal

(X) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement

( ) Annual Report
( ) Reservation

( ) Other
( ) Change of R.A.
( ) Fictitious Name Filing

(X) Certified Copy
( ) Photo Copies
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( ) Call When Ready
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Document Examiner
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Verifier
Acknowledgment
W.P Verifier

12/27/96 12/27

EFFECTIVE DATE 12-30-96

Merger CC

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER
OF
CINCINNATI BELL INFORMATION SYSTEMS INC.
AND
LRB, INC.

Articles of Merger made this 24th day of December, 1996, by and between Cincinnati Bell Information Systems Inc., an Ohio corporation ("CBIS") and LRB, Inc., a Florida corporation ("LRB"). The parties hereto hereby certify as follows:

1. CBIS is a corporation organized under the laws of the State of Ohio owning at least eighty percent (80%) of the shares of LRB, a corporation organized under the laws of the State of Florida.

2. The Agreement and Plan of Merger is attached hereto and incorporated herein by reference.

3. LRB shall be merged with and into CBIS, which shall be the surviving corporation.

EFFECTIVE DATE
12-30-96

4. The merger shall be effective on December 30, 1996.

5. Shareholder approval of neither CBIS nor LRB is required.

6. The Agreement and Plan of Merger was approved by the Board of Directors of CBIS on December 24, 1996.

7. The Agreement and Plan of Merger was approved by the Board of Directors of LRB on December 24, 1996.

CINCINNATI BELL INFORMATION SYSTEMS INC.

By: Roy T. Heggland
Roy T. Heggland, Senior Vice President and General Counsel

LRB, INC.

By: Robert J. Marino
Robert J. Marino, President

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AGREEMENT AND PLAN OF MERGER BETWEEN CINCINNATI BELL INFORMATION SYSTEMS INC. AND LRB, INC.

AGREEMENT AND PLAN OF MERGER (the "Agreement") dated as of the 24th day of December, 1996 by and between Cincinnati Bell Information Systems Inc., an Ohio corporation (hereinafter sometimes referred to as "CBIS" or the "Surviving Corporation") and LRB, Inc., a Florida corporation (hereinafter sometimes referred to as "LRB").

WITNESSETH:

WHEREAS, CBIS is a corporation duly organized and existing under the laws of the State of Ohio and LRB is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, LRB is a wholly owned subsidiary of CBIS; and

WHEREAS, the Boards of Directors of CBIS and LRB deem it advisable for the general welfare and advantage of CBIS and LRB that LRB be merged with and into CBIS on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the laws of the States of Ohio and Florida.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and provisions hereinafter set forth, the parties hereto agree that LRB shall be merged into CBIS, and that the terms and conditions of such merger and the mode of carrying the same into effect shall be as follows:

1. Ownership of Shares. As of the date of this Agreement, LRB has one hundred (100) issued and outstanding shares and CBIS owns all of such shares.

2. The Merger. Effective December 30, 1996 (the "Effective Date"), LRB shall be merged into CBIS and the separate existence of LRB shall cease (the "Merger").

3. Manner and Basis of Conversion of Shares. On the Effective Date, each share of LRB common stock which shall then be outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled.

4. Action Required by CBIS and LRB. This Agreement has been duly approved by the Boards of Directors of CBIS and LRB. Pursuant to Section 607.1104(1)(b)(4) of the Business Corporation Act of the State of Florida (the "Florida Act"), the shareholder of LRB may be entitled to be paid the fair value of its shares if it complies with the provisions of the Florida Act regarding the rights of dissenting shareholders. CBIS shall promptly file or cause to be filed the Certificate of Merger with the Secretary of State of Ohio and the Articles of Merger with the Florida Department of State and shall thereafter take or cause to be taken any further action which may be necessary or appropriate.

5 Waiver The parties waive the mailing requirements under Section 607.1104(3) of the Florida Act.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

CINCINNATI BELL INFORMATION SYSTEMS INC.

By: Roy T Heggland
Roy T. Heggland, Senior Vice President and General Counsel

LRB, INC.

By: ________________
Robert J. Marino, President

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