

P17525

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Long Distance Savers, Inc. P94-68178
(Corporation Name) (Document #)
2. (merger into) Intermedia Communications, Inc.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2/17

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

FILED
99 FEB 17 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

MD

ARTICLES OF MERGER
Merger Sheet

MERGING:

LONG DISTANCE SAVERS, INC., a Florida corporation P94000068178

,

INTO

INTERMEDIA COMMUNICATIONS INC., a Delaware corporation, P17525

File date: February 17, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER

OF

LONG DISTANCE SAVERS, INC.

WITH AND INTO

INTERMEDIA COMMUNICATIONS INC.

(pursuant to Section 607.227
of the Florida General Corporation Act)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby certifies and sets forth:

FIRST: The name of the non-surviving subsidiary corporation is Long Distance Savers, Inc., a corporation formed and existing under the laws of the State of Florida (hereinafter referred to as the "Constituent Subsidiary Corporation").

SECOND: The name of the surviving parent corporation is Intermedia Communications Inc., a corporation formed and existing under the laws of the State of Delaware (hereinafter referred to as "Intermedia").

THIRD: The laws of the State of Delaware permit the merger and it is in compliance therewith.

FOURTH: The plan of merger is that the Constituent Subsidiary Corporation will be merged with and into Intermedia and that all of the outstanding shares of capital stock of the Constituent Subsidiary Corporation will be cancelled. After the merger, the Certificate of Incorporation of Intermedia will be the Certificate of Incorporation of the surviving corporation. No changes in the Certificate of Incorporation of Intermedia will be effected by the merger.

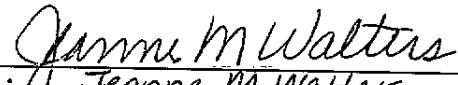
FIFTH: Intermedia owns 144 shares of the common stock of the Constituent Subsidiary Corporation which constitutes all of the issued and outstanding shares of capital stock of the Constituent Subsidiary Corporation.

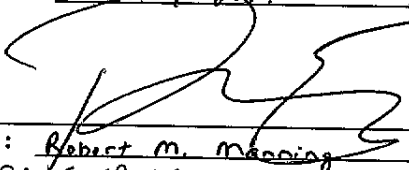
SIXTH: Intermedia, as the holder of all of the issued and

outstanding shares of capital stock the Constituent Subsidiary Corporation, has waived its right to a mailing of the plan of merger.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 1st day of February, 1999 and acknowledge the contents to be true and correct under the penalties of perjury. The merger of the constituent subsidiary corporation and Intermedia was adopted by each of the Board of Directors on February 1, 1999. Shareholder vote was not required.

INTERMEDIA COMMUNICATIONS INC.

By: 
Name: Jeanne M. Walters
Title: CAO/V.P.

By: 
Name: Robert M. Manning
Title: ScVP, CFO, Secretary

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of February ²/₁, 1999 (this "Agreement"), by and among Eastern Message Communications, Inc., EMI Telecommunications, Inc. and LDS I - America, Inc., each a Delaware corporation (collectively, the "Delaware Corporations"); Long Distance Savers, Inc., LDS - Natchez, Inc., Long Distance Savers - Longview, Inc., LDS - Oklahoma City, Inc. and LDS Communications, Inc., each a Louisiana corporation (collectively, the "Louisiana Corporations"); Long Distance Savers of the Metroplex, Inc., a Texas corporation (the "Texas Corporation"); LDS - Ventures, Inc., a Florida corporation (the "Florida Corporation"); LDS of Tulsa Limited Partnership, an Oklahoma Limited Partnership ("Oklahoma"); LDS I - America, Inc., a Louisiana corporation ("LDS"); and Long Distance Savers, Inc., a Florida corporation ("Long Distance" and, together with the Delaware Corporations, Louisiana Corporations, Texas Corporation, Florida Corporation, Oklahoma and LDS, the "Constituent Corporations") and Intermedia Communications Inc., a Delaware corporation ("Intermedia").

RECITALS

The Board of Directors of Intermedia and of each of the Constituent Corporations deem it advisable, as a part of the restructuring plan approved by the Board of Directors of Intermedia and currently being implemented by Intermedia, that the Constituent Corporations be merged with and into Intermedia (the "Merger"), with Intermedia as the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"), on the terms and subject to the conditions herein set forth.

In consideration of the foregoing and the mutual agreements set forth herein, the parties agree as follows:

1. At the Effective Dates (as defined in Section 3 below), the Constituent Corporations shall be merged with and into Intermedia on the terms and subject to the conditions hereinafter set forth and in accordance with the applicable provisions of the Delaware General Corporation Law, the Louisiana Business Corporation Law, the Texas Business Corporation Act, the Florida General Corporation Act and the Oklahoma General Corporation Act (collectively, the "State Corporation Laws"). The separate existence of the Constituent Corporations shall cease at the Effective Dates and the existence of Intermedia shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities, of a corporation organized under the laws of the State of Delaware.

2. From and after the Effective Dates, the Surviving Corporation shall possess all the rights, privileges, immunities and powers, and shall be subject to all of the obligations, liabilities and duties, of each of the Constituent Corporations; all assets, property and any and all

other interests of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed; and the Merger shall have all the effect provided by applicable law.

3. The Merger shall become effective with respect to (i) the Delaware Corporations, on acceptance of the appropriate Certificates or Articles of Merger by the Secretary of State of Delaware (the "Delaware Merger Effective Date"); (ii) the Louisiana Corporations, on the later of the acceptance of the appropriate Certificates or Articles of Merger by the Secretary of State of Delaware or the Secretary of State of Louisiana (the "Louisiana Merger Effective Date"); (iii) the Texas Corporation, on the later of the acceptance of the appropriate Certificates or Articles of Merger by the Secretary of State of Delaware or the Secretary of State of Texas; (iv) the Florida Corporation, on the later of the acceptance of the appropriate Certificates or Articles of Merger by the Secretary of State of Delaware or the Secretary of State of Florida (the "Florida Merger Effective Date"); (v) LDS, on the later of the acceptance of the appropriate Certificates or Articles of Merger by the Secretary of State of Delaware or the Secretary of State of Louisiana; (vi) Long Distance, on the later of the acceptance of the appropriate Certificates or Articles of Merger by the Secretary of State of Delaware or the Secretary of State of Florida; and (vii) Oklahoma, on the later of the acceptance of the appropriate Certificates or Articles of Merger by the Secretary of State of Delaware or the Secretary of State of Oklahoma (collectively, the "Effective Dates"). The Constituent Corporations shall file Certificates or Articles of Merger with the Secretary of State of each of Delaware, Louisiana, Texas, Florida, and Oklahoma, pursuant to the requirements of the State Corporation Laws and shall thereafter take any further action which may be necessary or appropriate under the State Corporation Laws to consummate the Merger, provided that (i) the Certificates or Articles of Merger to effect the merger of LDS with and into Intermedia shall only be filed after the Delaware Merger Effective Date; (ii) the Certificates or Articles of Merger to effect the merger of Long Distance with and into Intermedia shall only be filed after the Florida Merger Effective Date; and (iii) The Certificates or Articles of Merger to effect the merger of Oklahoma with and into Intermedia shall only be filed after the Louisiana Merger Effective Date.

4. The Certificate of Incorporation of Intermedia in effect immediately prior to on the Effective Dates shall continue as the Certificate of Incorporation of the Surviving Corporation. The Bylaws of Intermedia in effect immediately prior to the Effective Dates shall continue as the Bylaws of the Surviving Corporation. The officers and directors of Intermedia in office immediately prior to the Effective Dates shall continue to hold their respective positions in the Surviving Corporation.

6(a). Intermedia directly owns the number of shares of common stock listed on the table below with respect to each of the listed Constituent Corporations. Such shares are all of the issued and outstanding capital stock of each such Constituent Corporation.

SUBSIDIARY CORPORATION

NUMBER OF SHARES

Eastern Message Communications, Inc.

100

EMI Telecommunications, Inc.	100
LDS I - America, Inc.	980
Long Distance Savers, Inc.	100
LDS - Natchez, Inc.	1,000
Long Distance Savers - Longview, Inc.	100
LDS - Oklahoma City, Inc.	609
LDS Communications, Inc.	100
Long Distance Savers of the Metroplex, Inc.	100
LDS Ventures, Inc.	5,000

(b). Intermedia directly or indirectly owns the number of shares of common stock and/or general and limited partnership interests listed on the table below with respect to each of the listed Constituent Corporations. Following the Delaware Merger Effective Date, the Florida Merger Effective Date and the Louisiana Merger Effective Date, Intermedia will directly own the number of shares of common stock, and/or general and limited partnership interests listed on the table below with respect to each of the listed Constituent Corporations. Such shares of stock and/or general and limited partnership interests are all of the issued and outstanding capital stock and/or general and limited partnership interests of each such Constituent Corporation:

LDS I - America, Inc.	144
Long Distance Savers, Inc.	144
LDS of Tulsa Limited Partnership	100% of the limited partnership interest 100% of the general partnership interest

(c). Each issued and outstanding share of the capital stock and/or general and limited partnership interest of each Constituent Corporation shall be cancelled on the Effective Date of the merger of such Constituent Corporation into Intermedia.

7. From and after the Effective Dates, the holder of a certificate which prior thereto represented issued and outstanding shares of capital stock and/or general and limited partnership interests of any of the Constituent Corporations shall have no rights with respect to such shares and/or general and limited partnership interests.

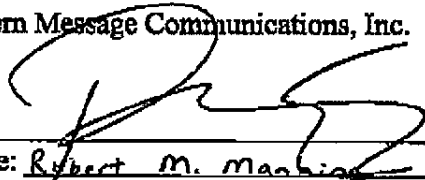
8. The parties to this Agreement intend the Merger to qualify as a distribution in complete liquidation of a the Constituent Corporations within the meaning of section 332(a) of the Internal Revenue Code of 1986, as amended.

9. Intermedia, the direct or indirect holder of all of the capital stock and/or general and limited partnership interests of each of the Constituent Corporations, hereby waives notice of any mailing of this Agreement and Plan of Merger and any Articles or Certificate of Merger as the same may be filed with the Secretaries of State of the States of Delaware, Louisiana, Texas, Florida and Oklahoma.

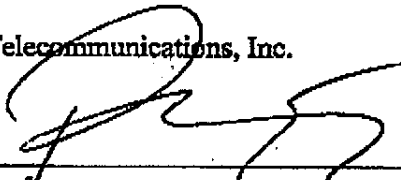
10. This Agreement may be abandoned or terminated prior to the Effective Dates by resolution duly adopted by the respective Boards of Directors of the Constituent Corporations and Intermedia.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the date first written above.

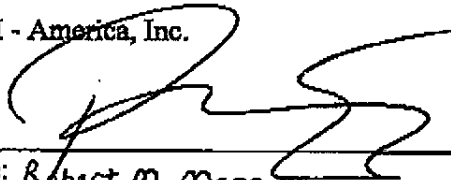
Eastern Message Communications, Inc.

By: 
Name: Robert M. Manning
Title: Vice President

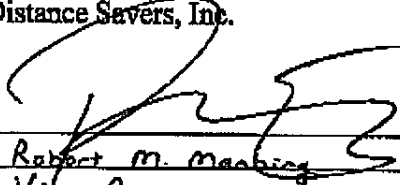
EMI Telecommunications, Inc.

By: 
Name: Robert M. Manning
Title: Vice President

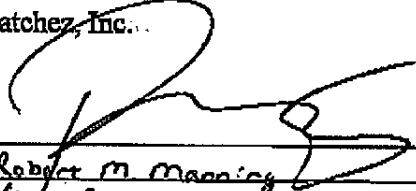
LDS I - America, Inc.

By: 
Name: Robert M. Manning
Title: Vice President

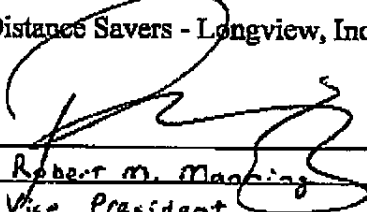
Long Distance Savers, Inc.

By: 
Name: Robert M. Manning
Title: Vice President

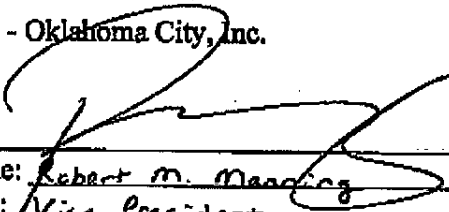
LDS - Natchez, Inc.

By: 
Name: Robert M. Manning
Title: Vice President

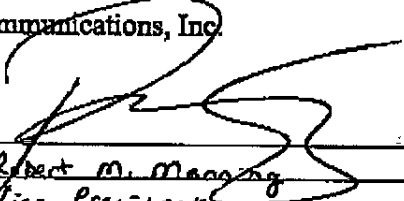
Long Distance Savers - Longview, Inc.

By: 
Name: Robert M. Manning
Title: Vice President

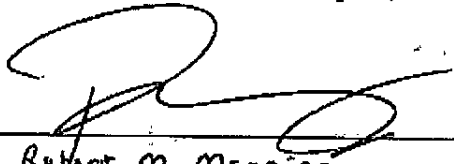
LDS - Oklahoma City, Inc.

By: 
Name: Robert M. Manning
Title: Vice President

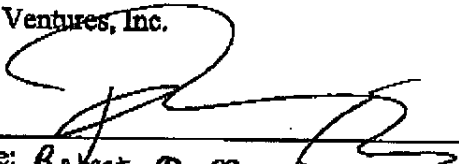
LDS Communications, Inc.

By: 
Name: Robert M. Manning
Title: Vice President

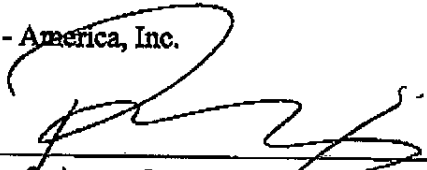
Long Distance Savers of the Metroplex,
Inc.

By: 
Name: Robert M. Manning
Title: Vice President

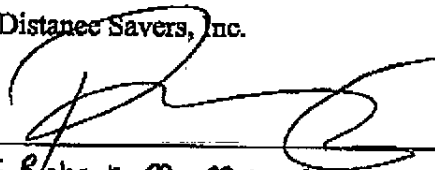
LDS Ventures, Inc.

By: 
Name: Robert M. Manning
Title: Vice President

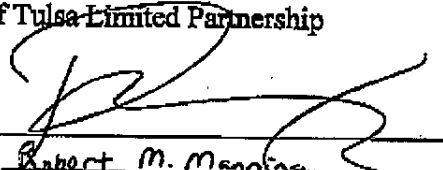
LDS I - America, Inc.

By: 
Name: Robert M. Manning
Title: Vice President

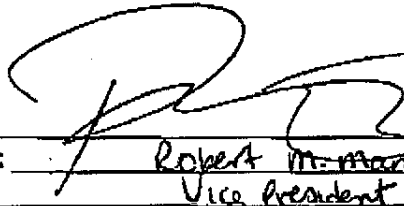
Long Distance Savers, Inc.

By: 
Name: Robert M. Manning
Title: Vice President

LDS of Tulsa Limited Partnership

By: 
Name: Robert M. Manning
Title: General Partner

Intermedia Communications Inc.

By: 
Name: Robert M. Manning
Title: Vice President