

P3E

FILED
Jan 05 1998 12:00 am
Secretary of State

Sunstate Research
Requestor's Name

Address

City/State/Zip Phone #

Office Use Only

PH 2:51
SECRETARY OF STATE
TREASURY OF FLORIDA

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

1. Fiber South of Florida, Inc.
(Corporation Name) (Document #)

2. into Business Telecom, Inc
(Corporation Name) (Document #)

3. (.)
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy *A 70 - CF 52.50 - cert*
- Photocopy
- Certificate of Status

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

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-01/02/98--01039--040
*****87.50 *****87.50

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

CORP
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*****35.00 *****35.00

merger.

1/15

Examiner's Initials

P33631

ARTICLES OF MERGER
Merger Sheet

MERGING:

FIBERSOUTH OF FLORIDA, INC., a Florida corporation, P97000006284

INTO

BUSINESS TELECOM, INC., a North Carolina corporation, P33631

File date: January 5, 1998

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 2, 1998

SUNSTATE RESEARCH

TALLAHASSEE, FL

SUBJECT: BUSINESS TELECOM, INC.
Ref. Number: P33631

We have received your document for BUSINESS TELECOM, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger. Please add an additional \$52.50 for each certified copy requested.

There is a balance of \$35 due for the certified copy you requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 298A0000012

RECEIVED
98 JAN -5 AM 2:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Correct

ARTICLES OF MERGER

FILED

98 JAN -5 PM 2:51

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1105 of the Florida 1989 Business Corporation Act, the undersigned corporation, as the surviving corporation in a merger, hereby submits the following Articles of Merger.

1. The surviving corporation is Business Telecom, Inc., a corporation organized under the laws of the State of North Carolina. The name of the merging corporation is FiberSouth of Florida, Inc., a corporation organized under the laws of the State of Florida. No other corporations are parties to the merger.
2. Attached as Exhibit A hereto and made a part hereof is a copy of the Agreement and Plan of Merger, which was approved by the sole shareholder and adopted by the Board of Directors of the surviving corporation effective December 1, 1997.
3. The merger was approved by the sole shareholder of the merging corporation and by the sole shareholder of the surviving corporation.
4. These Articles of Merger will be effective upon the filing hereof with the Secretaries of State of Florida and North Carolina.

This the 22 day of December, 1997.

FIBERSOUTH OF FLORIDA, INC.
BUSINESS TELECOM, INC.

By


Peter T. Loftin
Chairman & Chief Executive Officer

EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
OF
FIBERSOUTH OF FLORIDA, INC.
INTO
BUSINESS TELECOM, INC.**

The following Agreement and Plan of Merger provides for the merger (the "Merger") of FiberSouth of Florida, Inc., a Florida corporation ("FiberSouth"), with and into Business Telecom, Inc., a North Carolina corporation ("BTI").

ARTICLE I

The corporate existence of BTI, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of FiberSouth, which is sometimes referred to herein as the "Merging Corporation," shall be merged into BTI, which shall be the surviving corporation and which is sometimes referred to herein as the "Surviving Corporation."

ARTICLE II

The name of the Surviving Corporation shall be "Business Telecom, Inc."

ARTICLE III

The terms and conditions of the Merger shall be as follows:

1. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of BTI as such Articles of Incorporation are in effect at the effective time of merger, except as amended by Article II above, until the same shall be further amended in accordance with law and said Articles.
2. The Bylaws of the Surviving Corporation shall be the Bylaws of BTI, as in effect as of the effective time of the Merger, until the same shall be further amended in accordance with law, the Articles of Incorporation of the Surviving Corporation and said Bylaws.
3. The officers and directors of the Surviving Corporation shall be the officers and directors of BTI as of the effective time of the Merger, each to serve until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal.
4. Except insofar as the same may be continued by law or in order to carry out the purposes of this Agreement and Plan of Merger, and except as continued in and merged into the Surviving Corporation, the separate existence of the Merging Corporation shall cease as of the effective time of the Merger and the Surviving Corporation shall have and possess all the rights, privileges, powers, immunities and franchises and all property of the Merging Corporation, and shall be responsible and liable for all debts, duties, contracts, liabilities and obligations of the Merging Corporation.

ARTICLE IV

The manner and basis of converting the shares of the corporations participating in the Merger shall be as follows:

1. All of the outstanding shares of capital stock of the Merging Corporation outstanding immediately prior to the effective time of the Merger shall be extinguished and shall cease to exist without any action on the part of the holder thereof at the effective time of the Merger. No securities or obligations of the Surviving Corporation or cash or other consideration shall be paid or delivered upon surrender and cancellation of each share of outstanding capital stock of the Merging Corporation.

2. The issued and outstanding shares of the Surviving Corporation shall not be converted, exchanged or altered in any manner as a result of the Merger, and will remain issued and outstanding as shares of the Surviving Corporation.

ARTICLE V

The Merger shall be effective upon the filing of Articles of Merger with the Secretaries of State of Florida and North Carolina.

Date: December __, 1997

FIBERSOUTH OF FLORIDA, INC.

By: /s/ Peter T. Loftin
Peter T. Loftin
President

BUSINESS TELECOM, INC.

By: /s/ Peter T. Loftin
Peter T. Loftin
Chairman and Chief Executive Officer