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12-31-08

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MERGER OR SHARE EXCHANGE

TCG Joint Venture Holdings, Inc.

Certificate of Status	0
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12/31/08

DC

Merger

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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

12-31-08

Name	Jurisdiction	Document Number (If known/ applicable)
TCG Joint Venture Holdings, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
TCG South Florida Holdings I, Inc.	Florida	P93000070728

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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.

OR 12 / 31 / 2008 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the surviving corporation on December 17, 2008.

The Plan of Merger was adopted by the board of directors of the surviving corporation on __________ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) **(COMPLETE ONLY ONE STATEMENT)**
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 17, 2008.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on __________ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation	Signature of an Officer or *Director*	Typed or Printed Name of Individual & Title
TCG Joint Venture Holdings, Inc.		Charles P. Allen, Treasurer
TCG South Florida Holdings I, Inc.		Charles P. Allen, Treasurer

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction
TCG Joint Venture Holdings, Inc.	Delaware

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction
TCG South Florida Holdings I, Inc.	Florida

Third: The terms and conditions of the merger are as follows:

SEE ATTACHED AGREEMENT AND PLAN OF MERGER FOR MORE DETAILS

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Merger Agreement") is entered into this 17th day of December, 2008, by and between the companies listed on Attachment A (collectively the "Companies") and TCG Joint Venture Holdings, Inc., a Delaware corporation (the "Survivor").

WHEREAS, Teleport Communications Group Inc., a Delaware corporation is the sole shareholder (the "Parent Company") of the Companies and the Survivor; and

WHEREAS, the Companies and Survivor believe it is in their best interests to merge the Companies with and into Survivor; and

WHEREAS, the Merger Agreement was duly adopted pursuant to section 228 of the General Corporation Law of the State of Delaware by the written consent of the sole stockholder.

NOW, THEREFORE, the parties agree as follows:

FIRST: As soon as reasonably practical following the execution of this Merger Agreement, the Companies shall be merged with and into the Survivor, with Survivor as the surviving corporation pursuant to Section 252 of the Delaware General Corporation Law.

SECOND: Survivor shall receive all of the rights and property of the Companies and will assume all contracts, liabilities and obligations of the Companies existing at the time of the merger.

THIRD: Survivor's officers shall continue after the merger in the same capacities until their successors are chosen or appointed according to the Bylaws of the Survivor.

FOURTH: The authorized capital stock of the Companies are as follows:

Corporation Name	Class	Number of Shares	Par Value Per Share
TCG Chicago Holdings, Inc.	Common	5,000	$1.00
TCG Connecticut Holdings, Inc.	Common	5,000	$1.00
TCG Dallas Holdings I, Inc.	Common	5,000	$1.00
TCG Dallas Holdings II, Inc.	Common	5,000	$1.00
TCG Detroit Holdings I,	Common	5,000	$1.00

Inc.			
TCG Illinois Holdings, Inc.	Common	1,000	$1.00
TCG Indiana, Inc.	Common	1,000	$10.00
TCG Southwestern Holdings, Inc.	Common	100	$10.00
TCG Partners Holdings I, Inc.	Common	1,000	$1.00
TCG Phoenix Holdings I, Inc.	Common	5,000	$1.00
TCG Pittsburgh Holdings, Inc.	Common	10,000	$1.00
TCG San Francisco Holdings I, Inc.	Common	5,000	$1.00
TCG Seattle Holdings I, Inc.	Common	10,000	$1.00
TCG South Florida Holdings I, Inc.	Common	5,000	$1.00
TCG St. Louis Holdings, Inc.	Common	5,000	$1.00

FIFTH: None of the Survivor's shares of stock shall be converted as a result of the merger and all of the stock certificates representing interests in the Companies shall be surrendered to the Survivor for cancellation.

SIXTH: The Bylaws of the Survivor shall be the Bylaws governing the surviving corporation following the merger and the Certificate of Incorporation of the Survivor shall be the Certificate of Incorporation for the surviving corporation following the merger.

SEVENTH: An executed copy of the Merger Agreement is on file at the Survivor's place of business at the following address: One AT&T Way, Bedminster, NJ 07921. A copy of this Merger Agreement will be provided by the Survivor upon request and without cost to any member of the merging entities, or any person holding an interest in the merging entities.

EIGHTH: The mergers are to become effective on December 31, 2008 at 11:59 pm.

IN WITNESS WHEREOF, each of the undersigned has hereunto executed this Merger Agreement as of the date first written above.

TCG Joint Venture Holdings, Inc.

By: ______________________
Charles P. Allen
Treasurer

TCG Chicago Holdings, Inc.
TCG Connecticut Holdings, Inc.
TCG Connecticut Holdings II, Inc.
TCG Connecticut Holdings III, Inc.
Teleport Communications Dallas, Inc.
TCG Dallas Holdings I, Inc.
TCG Dallas Holdings II, Inc.
TCG Detroit Holdings I, Inc.
TCG Detroit Holdings II, Inc.
TCG Illinois Holdings, Inc.
TCG Indiana, Inc.
TCG Southwestern Holdings, Inc.
TCG Omaha Holdings, Inc.
TCG Partners Holdings I, Inc.
TCG Partners Holdings II, Inc.
TCG Partners Holdings III, Inc.
TCG Phoenix Holdings I, Inc.
TCG Pittsburgh Holdings, Inc.
TCG San Diego Holdings, Inc.
TCG San Francisco Holdings I, Inc.
Teleport Communications San Francisco, Inc.
TCG Seattle, Inc.
TCG Seattle Holdings I, Inc.
TCG South Florida Holdings I, Inc.
TCG South Florida Holdings II, Inc.
TCG St. Louis Holdings, Inc.

By: ______________________
Charles P. Allen
Treasurer