

Return to: CSC  
1201 Hays Street  
Tallahassee, FL 32301

P94000052101

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 DEC 28 PM 3:42

FILED

ACCOUNT NO. : 072100000032

REFERENCE : 079860 5043860

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 70.000

ORDER DATE : December 28, 1998

ORDER TIME : 12:10 PM

ORDER NO. : 079860-010

CUSTOMER NO: 5043860

800002723779--2

CUSTOMER: Steven W. Sackman, Esq  
Verio, Inc.  
Suite 200  
8005 S. Chester Street  
Englewood, CO 80112

ARTICLES OF MERGER

MAGICNET, INC.

INTO

VERIO-SOUTHEAST, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

EFFECTIVE DATE  
1-1-99

       CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

*Merge*

*CC*

12-29-98

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MAGICNET, INC., a Florida corporation, P94000052101

INTO

**VERIO-SOUTHEAST, INC.**, a Delaware corporation not qualified in Florida.

File date: December 28, 1998, effective January 1, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

FILED  
38 DEC 28 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
MAGICNET, INC.  
AND  
VERIO-SOUTHEAST, INC.

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging MagicNet, Inc., a Florida corporation, with and into Verio-Southeast, Inc., a Delaware corporation.
2. The sole shareholder of MagicNet, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent on December 22, 1998, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
3. The merger of MagicNet, Inc. with and into Verio-Southeast, Inc. is permitted by the laws of the jurisdiction of organization of Verio-Southeast, Inc. and has been authorized in compliance with said laws.
4. The effective date of the merger herein provided for in the State of Florida shall be January 1, 1999.

Executed on December 23, 1998

EFFECTIVE DATE  
1-1-99

Verio-Southeast, Inc.

By: 

Name: Carla Hamre Donelson

Capacity: Vice President and Secretary

MagicNet, Inc.

By: 

Name: Carla Hamre Donelson

Capacity: Vice President and Secretary

**PLAN OF MERGER** adopted by MagicNet, Inc., a Florida corporation ("MagicNet"), by resolution of its Board of Directors and sole shareholder on December 22, 1998, and adopted by Verio-Southeast, Inc., a Delaware corporation ("Verio-SE") by written consent of its sole Director on December 22, 1998.

1. MagicNet and Verio-SE shall, pursuant to the provisions of the Florida Business Corporation Act ("FBCA") and the provisions of the General Corporation Law of the State of Delaware ("DGCL"), be merged with and into a single corporation, with Verio-SE as the surviving corporation (the "Surviving Corporation") which shall continue to exist under the same name until amended (the "Merger"). In accordance with the FBCA, the separate existence of MagicNet shall cease.

2. The certificate of incorporation and bylaws of Verio-SE shall be the certificate of incorporation and bylaws of the Surviving Corporation, and shall continue in full force and effect until amended or changed pursuant to the DGCL.

3. The sole director of Verio-SE shall be the initial director of the Surviving Corporation until his respective successor(s) are duly elected or appointed and qualified or until his earlier death, resignation or removal. The officers of Verio-SE shall be the initial officers of the Surviving Corporation until their respective successors are duly elected or appointed and qualified or until their earlier death, resignation or removal, subject to the appointment of new officers by the sole Director of Verio-SE that become effective as of the Effective Date (as defined below).

4. Each issued share of MagicNet immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be surrendered and cancelled. In the event that any issued shares of the terminating corporation are owned by a person or entity other than Verio Inc. or any of its affiliates ("Non-Verio Shares"), each such Non-Verio Share shall be converted into one share of the Surviving Corporation. The issued shares of Verio-SE shall not be converted or exchanged in any manner, but each said share which is issued and outstanding when the merger becomes effective shall continue to represent one issued and outstanding share of the Surviving Corporation.

5. The Plan of Merger made herein and approved shall be submitted to the sole shareholder of MagicNet for its approval or rejection, and the Merger shall be authorized under the laws of the State of Delaware.

6. In the event that the Plan of Merger shall have been approved by the sole shareholder entitled to vote of MagicNet in the manner prescribed by the provisions of the FBCA, and in the event that the Merger shall have been duly authorized in accordance with the DGCL, MagicNet and Verio-SE hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Delaware, and that they will cause to be performed all acts necessary to effectuate the Merger.

7. The Board of Directors and proper officers of MagicNet and Verio-SE, respectively, are hereby authorized, empowered and directed to do any and all acts, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of the Plan of Merger or of the Merger herein required.

8. The effective date of the Merger herein provided for in the State of Florida shall be January 1, 1999 (the "Effective Date").