

P940000089799

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
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Attn: Jeff Netherton

FILED  
00 DEC 13 PM 3:24  
TALLAHASSEE, FLORIDA

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-12/13/00--01082--015  
\*\*\*\*\*140.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Earthlink (USA), Inc.  
merging: Internet Access Group, Inc.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name  
Availability  
Document  
Examiner  
Updater  
Verifier  
Acknowledgement  
W.P. Verifier

12/13/00

Order#:

EFFECTIVE DATE  
12-31-00

Ref#:

Amount:\$

merger  
12-13-00  
MJS

RECEIVED

DIVISION

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

INTERNET ACCESS GROUP, INC., a Florida corporation, P94000089799

INTO

**EARTHLINK (USA), INC.**, a Tennessee corporation not qualified in Florida.

File date: December 13, 2000, effective December 31, 2000

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER**

**INTERNET ACCESS GROUP, INC.  
INTO  
EARTHLINK (USA), INC.**

**FILED**  
00 DEC 13 PM 3:24  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1104 and 607.1105, F.S.

**First:** The surviving corporation is Earthlink (USA), Inc., a Tennessee corporation, formerly known as United States Internet, Inc.

**Second:** The merging corporation is Internet Access Group, Inc., a Florida corporation.

**Third:** There are one hundred (100) shares of Internet Access Group, Inc. common stock per value \$1.00 per share outstanding, of which Earthlink (USA), Inc. owns all hundred (100) shares.

**Fourth:** Attached hereto as Exhibit A is the Plan of Merger.

**Fifth:** The merger shall become effective as of, and not before, December 31, 2000.

**Sixth:** The Plan of Merger was adopted by the unanimous written consent of the board of directors of Earthlink (USA), Inc. on November 30, 2000. Shareholder approval was not required.

**Seventh:** The Plan of Merger was adopted by the unanimous written consent of the board of directors of Internet Access Group, Inc. on December 12, 2000. Shareholder approval was not required.

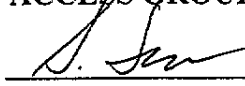
**Eighth:** Earthlink (USA), Inc. as the sole shareholder of Internet Access Group, Inc. waived mailing of a copy of the Plan of Merger by unanimous written consent of the Board of Directors dated November 30, 2000.

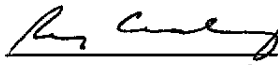
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**EFFECTIVE DATE**  
12-31-00

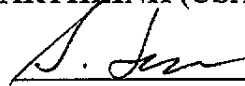
IN WITNESS WHEREOF, the undersigned being duly authorized officers of Internet Access Group, Inc. and Earthlink (USA), Inc. hereby certify that the facts hereinabove stated are truly set forth, and accordingly, execute this Articles of Merger this 12th day of December, 2000.

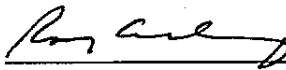
**INTERNET ACCESS GROUP, INC.**

  
\_\_\_\_\_  
Scott Lyon  
President

  
\_\_\_\_\_  
Roy Crosley  
Assistant Secretary

**EARTHLINK (USA), INC.**

  
\_\_\_\_\_  
Scott Lyon  
President and Assistant Secretary

  
\_\_\_\_\_  
Roy Crosley  
Secretary

**PLAN OF MERGER**  
**OF**  
**INTERNET ACCESS GROUP, INC.**  
**INTO**  
**EARTHLINK (USA), INC.**

\* \* \* \* \*

FIRST: Earthlink (USA), Inc., a corporation organized under the laws of the State of Tennessee, formerly known as United States Internet, Inc., owns 100% of the outstanding shares of Internet Access Group, Inc., a corporation organized under the laws of the State of Florida. Internet Access Group, Inc. shall merge with and into Earthlink (USA), Inc. with Earthlink (USA), Inc. surviving. The name of the surviving corporation shall remain "Earthlink (USA), Inc.," and the directors and officers of Earthlink (USA), Inc. shall remain and be the directors and officers of the surviving corporation. No shares or membership interests of any company shall be issued in connection with the merger.

SECOND: The terms and conditions of the proposed merger are as follows:

Each share of each class of the capital stock of Internet Access Group, Inc. owned by Earthlink (USA), Inc. shall be canceled.

THIRD: There will be no amendments or changes in the certificate of incorporation of the surviving corporation to be effected by this merger.

FOURTH: This Plan of Merger shall be effective on and as of, and not before, December 31, 2000 (the "**Effective Date**").

FIFTH: The merger shall have the effects set forth herein and as provided in the Tennessee Business Corporation Act and the Florida Business Corporation Act. Without limiting the generality of the foregoing, and subject thereto, on and as of the Effective, all the properties, rights, privileges, powers and franchises of Internet Access Group, Inc. shall vest in Earthlink (USA), Inc., and all debts, liabilities and duties of Internet Access Group, Inc. shall become the debts, liabilities and duties of Earthlink (USA), Inc.

The foregoing Plan of Merger was duly adopted by the Board of Directors of Earthlink (USA), Inc. on November 30, 2000. The preceding Plan of Merger is submitted in compliance with Sections 607.1104 and 607.1105 of the Florida Business Corporation Act, and in accordance with the laws of the State of Tennessee.

December 12, 2000

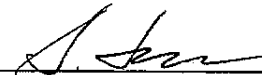
**EARTHLINK USA, INC.**



Scott Lyon  
President and Assistant Secretary

December 12, 2000

**INTERNET ACCESS GROUP, INC.**



Scott Lyon  
President