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

Pinnacle Seven Communications

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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	
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REGISTRATION/QUALIFICATION	
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SECRETARY OF STATE
TALLAHASSEE, FL 32301

ARTICLES OF MERGER
Merger Sheet

MERGING:

PINNACLE SEVEN COMMUNICATIONS, INC., a Florida corporation,
#P95000008712

INTO

WINSTAR WIRELESS FIBER CORP., a Delaware corporation not qualified in
Florida

File date: December 17, 1998, effective January 2, 1999

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER

OF

PINNACLE SEVEN COMMUNICATIONS, INC. (a Florida corporation)

INTO

WINSTAR WIRELESS FIBER CORP. (a Delaware corporation)

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

Name

State of
Incorporation

WinStar Wireless Fiber Corp.

Delaware

Pinnacle Seven Communications, Inc.

Florida

SECOND: The laws of the state of Delaware under which WinStar Wireless Fiber Corp. is organized, permit such merger ("Merger") and WinStar Wireless Fiber Corp. is complying with those laws in effecting the Merger.

THIRD: WinStar Wireless Fiber Corp., the surviving foreign corporation of the Merger, complies with Section 607.1105 of the Florida Business Corporation Act; and Pinnacle Seven Communications, Inc., a domestic constituent corporation, complies with the applicable provisions of Sections 607.1101 - 607.1104 of the Florida Business Corporation Act.

FOURTH: The Agreement and Plan of Merger ("Merger Agreement"), dated as of December 11, 1998, is annexed hereto as Exhibit I.

FIFTH: The effective date of the Articles of Merger shall be the 2nd day of January, 1999.

SIXTH: Approval of the Merger by the shareholders of WinStar Wireless Fiber Corp. was not required pursuant to Section 607.1103(7) of the Florida Business Corporation Act.

* EFF date 1-2-99

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SEVENTH: The Merger Agreement was adopted by the board of directors and shareholders of Pinnacle Seven Communications, Inc. on the 11th day of December, 1998, and was adopted by the board of directors of WinStar Wireless Fiber Corp. on the 11th day of December, 1998.

Signed this 11th day of December, 1998.

WINSTAR WIRELESS FIBER CORP.

By: 

Timothy R. Graham, Vice President

PINNACLE SEVEN COMMUNICATIONS, INC.

By: 

Timothy R. Graham, Vice President

AGREEMENT AND PLAN OF MERGER
OF
PINNACLE SEVEN COMMUNICATIONS, INC.
INTO
WINSTAR WIRELESS FIBER CORP.

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AGREEMENT AND PLAN OF MERGER, dated as of December 11, 1998, pursuant to Section 252 of the General Corporation Law of Delaware and Section 607.1101 of the Florida Business Corporation Act, between WINSTAR WIRELESS FIBER CORP., a Delaware corporation, sometimes hereinafter referred to as "WWFC" or the "Surviving Corporation," and PINNACLE SEVEN COMMUNICATIONS, INC., a Florida corporation, sometimes hereinafter referred to as the "Merging Corporation."

WHEREAS, the Boards of Directors of WWFC and the Merging Corporation deem it desirable and in the best interests of the corporations and their stockholders that the Merging Corporation be merged into WWFC; and

WHEREAS, the registered office of WWFC in the State of Delaware is located at 15 East North Street, Kent County, Dover, Delaware 19901, and the name of its registered agent at such address is HIQ Corporate Services, Inc.; and the registered office of the Merging Corporation in the State of Florida is located at 2901 South Bayshore Drive, Coconut Grove, Florida, and the name of its registered agent is HIQ Corporate Services, Inc.

IT IS AGREED:

1. The names of the constituent corporations are as follows:

WinStar Wireless Fiber Corp.
Pinnacle Seven Communications, Inc.

2. The Merging Corporation shall be and hereby is merged into WWFC and WWFC does hereby merge the Merging Corporation into itself. WWFC shall be the Surviving Corporation and it shall continue and shall be deemed to continue for all purposes whatsoever after the merger with and into

itself of the Merging Corporation. The Surviving Corporation shall be governed by the laws of the State of Delaware.

3. The Certificate of Incorporation and By-Laws of WWFC, as in effect upon the effective date of the merger, shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation until duly amended.

4. Upon such merger, the separate corporate existence of the Merging Corporation shall cease, the Surviving Corporation shall become the owner, without other transfer, of all rights and property of the Merging Corporation and the Surviving Corporation shall become subject to all the liabilities, obligations and penalties of the Merging Corporation.

5. The manner and basis of converting the outstanding shares of the capital stock of each of the constituent corporations into shares of the Surviving Corporation shall be as follows:

(a) Each share of the common stock, without par value, of WWFC issued and outstanding on the effective date of the merger shall continue to be one share of common stock, without par value, of the Surviving Corporation and shall remain unchanged.

(b) No cash or other consideration shall be paid or delivered for the shares of capital stock of the Merging Corporation, and the certificates for such shares shall be surrendered and canceled.


6. This Agreement of Merger has been approved by resolutions adopted by the Boards of Directors of each of the constituent corporations.

7. The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.


8. This merger shall become effective on January 2, 1999. At any time prior to the filing of the Certificate of Merger with the Secretary of State of Delaware and the Articles of Merger with the Secretary of State of Florida, this Agreement and Plan of Merger may be terminated by the Board of Directors of any constituent corporation as to such constituent corporation notwithstanding its approval by the stockholders of all or any of the constituent corporations.

IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors, have caused this Agreement and Plan of Merger to be executed by the Vice President of each party hereto as the respective act, deed and agreement of each of said corporations on the 11th day of December, 1998.

WINSTAR WIRELESS FIBER CORP.

By: 
Timothy R. Graham, Vice President

PINNACLE SEVEN COMMUNICATIONS, INC.

By: 
Timothy R. Graham, Vice President

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