



THE UNITED STATES
CORPORATION
COMPANY

P95000069396

ACCOUNT NO. : 072100000032

REFERENCE : 012560 4300358

AUTHORIZATION :

Patricia Tzou

COST LIMIT : \$ 70.00

ORDER DATE : October 28, 1998

ORDER TIME : 10:58 AM

ORDER NO. : 012560-005

CUSTOMER NO: 4300358

CUSTOMER: Mr. Pascal Hibbert
Carter Ledyard & Milburn
Two Wall Street

New York, NY 10005-2072

900002675639--6

merger

ARTICLES OF MERGER

FUSION ICG ACQUISITION CORP.

INTO

INTERCONTINENTAL
COMMUNICATIONS GROUP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

ADR
10/29/98

RECEIVED
98 OCT 29 AM 11:31
DIVISION OF CORPORATION

FILED
98 OCT 29 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FUSION ICQ ACQUISITION CORP., a Florida corporation P98000080599

INTO

INTERCONTINENTAL COMMUNICATIONS GROUP, INC., a Florida
corporation, P95000069396.

File date: October 29, 1998

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

**ARTICLES OF MERGER
OF
FUSION ICG ACQUISITION CORP.
AND
INTERCONTINENTAL COMMUNICATIONS GROUP, INC.**

FILED
98 OCT 29 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Fusion ICG Acquisition Corp. with and into Intercontinental Communications Group, Inc. as approved and adopted by written consent of the shareholders of Fusion ICG Acquisition Corp. entitled to vote thereon given on September 17, 1998, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted at a meeting of the shareholders of Intercontinental Communications Group, Inc. entitled to vote thereon held on September 17, 1998 in accordance with the provisions of the Florida Business Corporation Act.

2. Intercontinental Communications Group, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.

3. The effective time and date of the merger herein provided for shall be the time and date of the filing of these Articles of Merger with the Secretary of State of the State of Florida.

Executed on October 28, 1998.

FUSION ICG ACQUISITION CORP.

By: Patrick A. Bello
Name: Patrick A. Bello
Title: President

INTERCONTINENTAL COMMUNICATIONS
GROUP, INC.

By: Douglas C. Brough
Name: Douglas C. Brough
Title: President

PLAN OF MERGER adopted for Fusion ICG Acquisition Corp., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on September 17, 1998, and adopted for Intercontinental Communications Group, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on August 20, 1998. The names of the corporations planning to merge are Fusion ICG Acquisition Corp., a business corporation organized under the laws of the State of Florida, and Intercontinental Communications Group, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Fusion ICG Acquisition Corp. plans to merge is Intercontinental Communications Group, Inc.

1. Fusion ICG Acquisition Corp. and Internatioanl Communications Group, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Intercontinental Communications Group, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Fusion ICG Acquisition Corp., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The present Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The members of the Board of Directors and officers in office of the surviving corporation at the effective time and date of the merger shall continue to be the members of the first Board of Directors and the first officers, respectively, of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one share of the surviving corporation. Each issued share of the surviving corporation immediately prior to the effective time shall, at the effective time and date of the merger, be converted into the right to receive 5,263.1578 shares of Common Stock, \$.01 par value, of Fusion Telecommunications International, Inc., a Delaware corporation, plus 0.2631578% of the Cash

Payment (as hereinafter defined) (collectively the "Merger Consideration"). On January 31, 1999, cash payments (collectively the "Cash Payment") will be made to the former holders of issued shares of the surviving corporation. The Cash Payment shall equal \$625,000 plus a contingent amount of up to \$125,000.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate 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 that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, 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 this Plan of Merger or of the merger herein provided for.