

P960000000781

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
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FILED
00 DEC 13 PM 3:24
TALLAHASSEE, FLORIDA

900003500079--4
-12/13/00--01082--015
140.00 **70.00

CORPORATION(S) NAME

Earthlink (USA), Inc.
merging: Palm.net USA, Inc.

300003500079--4
-12/13/00--01082--015
140.00 **70.00

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<input type="checkbox"/> Nonprofit		
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	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> LEC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input checked="" 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

ARTICLES OF MERGER
Merger Sheet

MERGING:

PALM.NET USA, INC., a Florida corporation, P96000000781

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

**PALM.NET USA, 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 Palm.Net USA, Inc., a Florida corporation.

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

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

Fifth: The merger shall become effective on and 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 Palm.Net USA, Inc. on December 12, 2000. Shareholder approval was not required.

Eighth: Earthlink (USA), Inc. as the sole shareholder of Palm.Net USA, 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

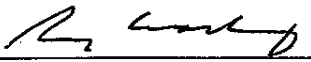
12-31-00

IN WITNESS WHEREOF, the undersigned being duly authorized officers of Palm.Net USA, Inc. and Earthlink (USA), Inc. hereby certify that the facts hereinabove stated are truly set forth, and accordingly, execute this Articles of Merger this 17th day of December, 2000.

PALM.NET USA, INC.




Scott Lyon
President

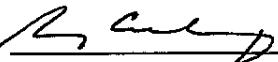


Roy Crosley
Assistant Secretary

EARTHLINK (USA), INC.



Scott Lyon
President and Assistant Secretary



Roy Crosley
Secretary

**PLAN OF MERGER
OF
PALM.NET USA, 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 Palm.Net USA, Inc., a corporation organized under the laws of the State of Florida. Palm.Net USA, 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 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 Palm.Net USA, Inc. owned by Earthlink (USA), Inc. shall be canceled.

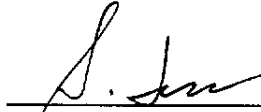
THIRD: There will be no amendments or changes in the certificate of incorporation of the surviving corporation to be effected by this merger.

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 Date, all the properties, rights, privileges, powers and franchises of Palm.Net USA, Inc. shall vest in Earthlink (USA), Inc., and all debts, liabilities and duties of Palm.Net USA, 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 and by the Board of Directors of Palm.Net USA, Inc. on December 12, 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.

EARTHLINK USA, INC.



Scott Lyon
President and Assistant Secretary

PALM.NET USA, INC.



Scott Lyon
President