

P98000070928

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**MERGER OR SHARE EXCHANGE**  
**INTERROUTE ACQUISITION CORP.**

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GALAXY LONG DISTANCE, INC., a FL corp., P96000040090

INTO

INTERROUTE ACQUISITION CORP. which changed its name to

**GALAXY LONG DISTANCE, INC.**, a Florida corporation, P98000070928

File date: March 12, 1999

Corporate Specialist: Susan Payne

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**ARTICLES OF MERGER  
BETWEEN  
GALAXY LONG DISTANCE, INC.  
AND  
INTERROUTE ACQUISITION CORP.**

Pursuant to Section 607.1105 of the Florida Business Corporation Act, **GALAXY LONG DISTANCE, INC.**, a Florida corporation ("Target"), and **INTERROUTE ACQUISITION CORP.**, a Florida corporation ("Acquisition Corp.") hereby adopt following Articles of Merger for the purpose of effecting the merger of Target with and into Acquisition Corp. (the "Merger").

**ARTICLE I - PLAN OF MERGER**

**1.1 Constituent Corporations and Surviving Corporation.** Target and Acquisition Corp. shall be the constituent corporations to the Merger (said corporations being hereinafter sometimes referred to jointly as the "Constituent Corporations"). Pursuant to Section 607.1101 of the Florida Business Corporation Act, Target shall be merged with and into Acquisition Corp., and Acquisition Corp. shall be the surviving corporation of the Merger (the "Surviving Corporation"). The identity, existence, rights, privileges, powers, franchises, liabilities, obligations, properties and assets of Acquisition Corp. shall continue unaffected and unimpaired by the Merger. At the Effective Time (as hereinafter defined) of the Merger, the identity and separate existence of Target shall cease and all of the rights, privileges, powers, franchises, liabilities, obligations, properties and assets of Target shall be vested in Acquisition Corp. in accordance with the provisions of the Florida Business Corporation Act.

**1.2 Articles of Incorporation.** The Articles of Incorporation of Acquisition Corp. in effect at and as of the Effective Time will remain the Articles of Incorporation of the Surviving Corporation without any modification or amendment in the Merger, except that Article I of the Articles of Incorporation of the Surviving Corporation shall be amended in its entirety to read as follows:

"Article I. Name. The name of the Corporation is Galaxy Long Distance, Inc.

**1.3 Bylaws.** The Bylaws of Acquisition Corp. in effect at and as of the Effective Time will remain the Bylaws of the Surviving Corporation without any modification or amendment in the Merger, except changing the corporate name to Galaxy Long Distance, Inc.

**1.4 Directors and Officers.** The directors and officers of Acquisition Corp. in office at and as of the Effective Time will remain the directors and officers of the Surviving Corporation (retaining their respective positions and terms of office).

**1.5 Target Shares.** Each share of the capital stock of Target shall be cancelled and retired at the Effective Time.

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1.6 Conversion of Target Shares. At and as of the Effective Time, each share of Target's common stock, par value \$1.00 per share (a "Target Share") issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive an amount (the "Merger Consideration") equal to 0.2550 shares of the common stock, no par value ("Common Stock") of Interoute Telecommunications, Inc., a Delaware corporation ("Interoute") (the ratio of 0.2550 shares of Common Stock of Interoute to one Target Share is referred to herein as the "Stock Conversion Ratio"); it being understood and agreed that the total aggregate Merger Consideration to be received upon conversion of all Target Shares issued and outstanding immediately prior to the Effective Time shall equal an aggregate of thirty (30) shares of Common Stock of Interoute (the "Interoute Shares"). No Target Share shall be deemed to be outstanding or to have any rights other than those set forth in this Section 1.6 after the Effective Time.

1.7 Acquisition Corp. Shares. Each share of capital stock of Acquisition Corp. issued and outstanding at and as of the Effective Time will remain issued and outstanding.

1.8 Procedure For Payment. Immediately after the Effective Time, against surrender to the Surviving Corporation of all certificates which represented Target Shares, Interoute will deliver to each of the holders of Target Shares (each a "Seller" and collectively, the "Sellers") a stock certificate (issued in the name of such Seller) representing that number of shares of Common Stock of Interoute equal to the product of the Stock Conversion Ratio times the number of outstanding Target Shares owned of record by such Seller immediately prior to the Effective Time (it being agreed that the total aggregate number of Interoute Shares thus issued shall equal thirty (30)). No interest will accrue or be paid to the holder of any outstanding Target Shares.

## ARTICLE II - EFFECTIVE TIME

The Merger shall become effective (the "Effective Time") at the time Acquisition Corp. files these Articles of Merger with the Secretary of State of the State of Florida. The Merger shall have the effect set forth in the Florida Business Corporation Act. The Surviving Corporation may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of either Acquisition Corp. or the Target in order to carry out and effectuate the transactions contemplated by these Articles of Merger.


## ARTICLE III - SHAREHOLDERS' APPROVAL

The Plan of Merger was adopted by the Board of Directors of the Target effective as of September 17, 1998 and by the shareholders of the Target effective September 18, 1998. The Plan of Merger was adopted by the Board of Directors of the Acquisition Corp. on September 18, 1998 and by the sole shareholder of the Acquisition Corp. on September 18, 1998.


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IN WITNESS WHEREOF, the undersigned have executed this document as of the  
12th day of March, 1999.

**INTERROUTE ACQUISITION CORP.,**  
a Florida corporation

By:   
Name: Nicholas Razey  
Title: President

**GALAXY LONG DISTANCE, INC.,**  
a Florida corporation

By:   
Name: William Geiger  
Title: Treasurer and Secretary

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