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P99000065933

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

300002994863--2  
-09/23/99--01042--014  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Merge &  
Name  
Change

ORUS Corp.

Merging INTO: ORUS Mergen Corp.

(CHANGING Name in Mergen TO ORUS Corp. (See ART. I/II))

FILED  
99 SEP 23 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Profit

NonProfit

Amendment

Merge

Foreign

Dissolution/Withdrawal

Mar

LLC

Limited Partnership

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ORIOUS CORP, a Delaware corp. F99000000927

INTO

ORIOUS MERGER CORP. which changed its name to

**ORIOUS CORP.**, a Florida entity, P99000065933

File date: September 23, 1999

Corporate Specialist: Annette Ramsey

**ARTICLES OF MERGER**  
**(Profit Corporations)**

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

FILED  
99 SEP 23 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**First:** The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Orius Merger Corp.	Florida

**Second:** The name and jurisdiction of each merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Orius Corp.	Delaware

**Third:** The Plan of Merger is attached. (See Exhibit A)

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR XX / XX / XX (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 09/17/99

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 09/17/99

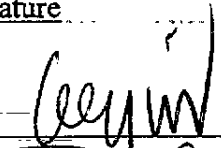
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation                      Signature                      Typed or Printed Name of Individual & Title

Orius Corp.

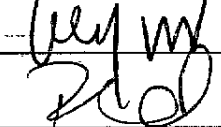


William J. Mercurio  
President

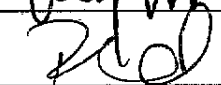


Rosemarie Mulholland  
Secretary

Orius Merger Corp.



William J. Mercurio  
President



Rosemarie Mulholland  
Secretary

**PLAN OF MERGER**

This Plan of Merger (this "Plan") has been adopted as of the 17th day of September, 1999 by ORIUS CORP., a Delaware corporation ("Parent").

**RECITALS**

The board of directors of Parent has determined that it is advisable and in the best interest of Parent and Orius Merger Corp., a Florida corporation and wholly-owned subsidiary of Parent (the "Florida Subsidiary"), that Parent be merged (the "Merger") with and into the Florida Subsidiary on the terms and subject to the conditions set forth herein. The holders of a majority of the outstanding capital stock entitled to vote of Parent have approved the Merger in accordance with the Florida Business Corporation Act and the General Corporation Law of the State of Delaware.

**ARTICLE I**

**The Merger**

At the Effective Time (as defined in Article V hereof), Parent shall be merged with and into the Florida Subsidiary in accordance with the Florida Business Corporation Act and the General Corporation Law of the State of Delaware, and the separate existence of Parent shall cease and the Florida Subsidiary shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

**ARTICLE II**

**The Surviving Corporation**

a. At the Effective Time, the Articles of Incorporation of Florida Subsidiary as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation; provided, however, that Article I of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows:

**"ARTICLE I -NAME**

The name of the Corporation is Orius Corp. (the "Corporation")."

b. At the Effective Time, the Bylaws of the Florida Subsidiary, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

c. At the Effective Time, the officers and directors of the Parent shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

## ARTICLE III

### Manner and Basis of Converting Shares

a. At the Effective Time:

(i) each share of common stock, par value \$.0001 per share, of Parent which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive one share of common stock, par value \$.01 per share, of the Surviving Corporation upon surrender of any certificates therefor;

(ii) each share of Series A convertible preferred stock, par value \$.0001 per share, of Parent which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive one share of Series A convertible preferred stock, par value \$.01 per share, of the Surviving Corporation upon surrender of any certificates therefor; and

(iii) each share of Series B convertible preferred stock, par value \$.0001 per share, of Parent which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive one share of Series B convertible preferred stock, par value \$.01 per share, of the Surviving Corporation upon surrender of any certificates therefor.

b. At the Effective Time, each share of capital stock of Parent held in treasury shall be canceled and extinguished.

c. At the Effective Time, each right to acquire shares of capital stock of Parent, to the extent that any such right exists, which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive an identical number of shares of the equivalent class of capital stock of the Surviving Corporation. As a matter of clarification, any stock option granted under any stock option plan of the Parent shall, immediately following the Merger, pertain to the identical number of shares of the equivalent class of capital stock of the Florida Subsidiary at the grant price in effect immediately prior to the Merger.

d. At the Effective Time, each share of capital stock of the Florida Subsidiary outstanding immediately prior to the Effective Time shall be canceled and extinguished.

## ARTICLE IV

### Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of Parent shall vest in the Surviving Corporation, and all liabilities and obligations of Parent shall become liabilities and obligations of the Surviving Corporation.

## **ARTICLE V**

### **Effective Time**

As used in this Agreement, the term "Effective Time" shall mean the time of filing of the Articles of Incorporation with the Secretary of State of Florida, which filing the officers of Parent shall effect at such time as shall be determined by the officer filing the same to be necessary or appropriate.

## **ARTICLE VI**

### **Amendment, Modification and Termination**

The Board of Directors of Parent may amend, terminate and/or abandon the Merger at any time prior to the Effective Time.