

P9900011882

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

FILED
00 AUG 24 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

800003371588--1

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

-08/24/00--01036--016

*****70.00 *****70.00

1. Intermedia Investment Co.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time 8/24

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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 type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/
QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input checked="" type="checkbox"/>	Other

Examiner's Initials

RECEIVED
00 AUG 24 AM 11:32
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTERMEDIA FINANCIAL COMPANY, a Florida corporation, P99000111882

INTO

INTERMEDIA INVESTMENT, INC., a Delaware corporation not qualified in
Florida.

File date: August 24, 2000

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

OF

INTERMEDIA FINANCIAL COMPANY
a Florida corporation

WITH AND INTO

INTERMEDIA INVESTMENT, INC.
a Delaware corporation

Pursuant to Section 607.1105 of the
Florida 1989 Business Corporation Act

FILED
00 AUG 24 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President of Intermedia Investment, Inc., a Delaware corporation (the "Investment Inc."), and a Vice President of Intermedia Financial Company, a Florida corporation ("IFC"), hereby certify:

FIRST: The name of the non-surviving corporation is Intermedia Financial Company, a Florida corporation.

SECOND: The name of the surviving corporation is Intermedia Investment, Inc., a Delaware corporation.

THIRD: The laws of the State of Delaware permit the merger of IFC with and into Investment Inc. (the "Merger") and the Merger complies in all respects with such laws.

FOURTH: The Agreement of Merger (the "Merger Agreement") pursuant to which IFC and Investment Inc. have agreed to effectuate the Merger is attached hereto as Exhibit A.

FIFTH: The Merger Agreement was adopted by the Written Consent of the sole directors of Investment Inc., dated as of August 21, 2000, and by the Written Consent of the sole shareholder of Investment Inc., dated as of August 21, 2000, in accordance with the laws of the State of Delaware.

SIXTH: The Merger Agreement was adopted by the Written Consent of the sole directors of IFC, dated as of August 21, 2000, and by the Written Consent of the sole shareholder of IFC, dated as of August 21, 2000, in accordance with the Florida 1989 Business Corporation Act.

SEVENTH: The Merger shall become effective on the later to occur of (a) acceptance of the Articles of Merger by the Secretary of State of Florida, or (b) acceptance of the Certificate of Merger by the Secretary of State of Delaware.

EIGHTH: Investment Inc. was incorporated under the laws of the State of Delaware and its principal office is located as follows:


Intermedia Investment, Inc.
c/o Intermedia Communications Inc.
One Intermedia Way
Tampa, Florida 33647-1752

NINTH: Investment Inc. hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligations or the rights of dissenting shareholders of IFC.

TENTH: Investment Inc. hereby agrees to promptly pay to the dissenting shareholders of IFC the amount, if any, to which it is entitled under Section 607.1302 of the Florida 1989 Business Corporation Act.

IN WITNESS WHEREOF, the undersigned have executed these Articles of
Merger as of the 21st day of August, 2000.

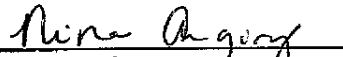
INTERMEDIA INVESTMENT, INC.

By: 

Name: Raymond L. Lawless

Title: President

INTERMEDIA FINANCIAL COMPANY

By: 

Name: Nina Argiry

Title: President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of August 21, 2000, by and between Intermedia Investment, Inc., a Delaware corporation ("Investment Inc."), and Intermedia Financial Company, a Florida corporation ("IFC" and together with Investment Inc., the "Corporations").

RECITALS

The Board of Directors of each of the Corporations deems it advisable and in the best interests of its respective Corporation and the shareholders of each such Corporation that IFC be merged with and into Investment Inc. (the "Merger"), with Investment Inc. as the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"), on the terms and conditions herein set forth.

In consideration of the foregoing and the mutual agreements set forth herein, the parties agree as follows:

1. From and after the Effective Date (as defined in Section 3 below), IFC shall be merged with and into Investment Inc. on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the General Corporation Law of the State of Delaware ("DGCL") and the Florida 1989 Business Corporation Act ("FBCA"). The separate existence of IFC shall cease at the Effective Date and the existence of Investment Inc. shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities, of a corporation organized under the laws of the State of Delaware.

2. At the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities and powers, and shall be subject to all of the obligations, liabilities and duties, of each of the Corporations; all assets, property and any and all other interests shall be vested in the Surviving Corporation without further act or deed; and the Merger shall have all the effect provided by applicable law.

3. IFC shall file Articles of Merger (the "Articles of Merger") with the Secretary of State of the State of Florida pursuant to the requirements of Section 607.1109 of the FBCA and shall thereafter take any further action which may be necessary or appropriate under the laws of the State of Florida to consummate the Merger. Investment Inc. shall file a Certificate of Merger (the "Certificate of Merger") with the Secretary of State of the State of Delaware pursuant to the requirements of Section 252 of the DGCL and shall thereafter take any further action which may be necessary or appropriate under the laws of the State of Delaware to consummate the Merger. The Merger shall become effective on the later to occur of (a) acceptance of the Articles of Merger by the Secretary of State of Florida, or (b) acceptance of the Certificate of Merger by the Secretary of State of Delaware (the "Effective Date").

4. The Certificate of Incorporation of Investment Inc. in effect at the Effective Date shall continue as the Certificate of Incorporation of the Surviving Corporation. The Bylaws of Investment Inc. in effect at the Effective Date shall continue as the Bylaws of the Surviving Corporation. The officers and directors of Investment Inc. in office at the Effective Date shall continue to hold their respective positions in the Surviving Corporation.

5. The shareholders listed below are the sole shareholders of each Corporation they are listed below (the "Shareholders"), and the number of shares of common stock of each Corporation (the "Common Shares") held by the Shareholders is as set forth below opposite such Shareholder's name:

Company Name	Shareholder	Number and Type of Shares Held
IFC	Business Internet, Inc.	100 share of Common Stock, par value \$.01 per share
Investment Inc.	Business Internet, Inc.	100 share of Common Stock, par value \$.01 per share

Each share of IFC Common Stock that is issued and outstanding at the Effective Date shall cease to be outstanding and shall be converted into, and the holder thereof shall be entitled to receive, a stock certificate for one share of Investment Inc. Common Stock.

6. From and after the Effective Date, the holder of a certificate which prior thereto represented issued and outstanding Common Shares of IFC shall have no rights with respect to such shares except to surrender such certificates in exchange for a certificate representing the number of Common Shares of the Surviving Corporation into which such shares of such Corporations shall have been converted by virtue of the Merger.

7. This Agreement may be abandoned or terminated prior to the Effective Date by resolution duly adopted by the respective Boards of Directors of the Corporations notwithstanding the approval thereof by the respective shareholders of the Corporations.

8. This Agreement shall be governed by and construed under the laws of the State of Delaware, without regard to conflict of laws principles.

9. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which, taken together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the date first written above.

INTERMEDIA INVESTMENT, INC.

By: /S/ RAYMOND L. LAWLESS
Raymond L. Lawless
President

INTERMEDIA FINANCIAL COMPANY

By: /s/ NINA ARGIRY
Nina Argiry
President