

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BIZTEL COMMUNICATIONS, INC.", A DELAWARE CORPORATION,

"BIZTEL INC.", A DELAWARE CORPORATION,

"TCG AMERICA, INC.", A DELAWARE CORPORATION,

"TCG BILLING SERVICES, INC.", A DELAWARE CORPORATION,

"TCG CERFNET, INC.", A DELAWARE CORPORATION,

"TCG CHICAGO", A NEW YORK GENERAL PARTNERSHIP,

"TCG COLORADO", A NEW YORK GENERAL PARTNERSHIP,

"TCG CONNECTICUT", A NEW YORK GENERAL PARTNERSHIP,

"TCG DALLAS", A NEW YORK GENERAL PARTNERSHIP,

"TCG DATA-NY", A NEW YORK GENERAL PARTNERSHIP,

"TCG DETROIT", A NEW YORK GENERAL PARTNERSHIP,

"TCG ILLINOIS", A NEW YORK GENERAL PARTNERSHIP,

"TCG INDIANAPOLIS", A NEW YORK GENERAL PARTNERSHIP,

"TCG LOS ANGELES, INC.", A DELAWARE CORPORATION,

"TCG MARYLAND", A NEW YORK GENERAL PARTNERSHIP,

"TCG MIDSOUTH, INC.", A DELAWARE CORPORATION,

"TCG MILWAUKEE, INC.", A DELAWARE CORPORATION,

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0107080

DATE: 12-31-12

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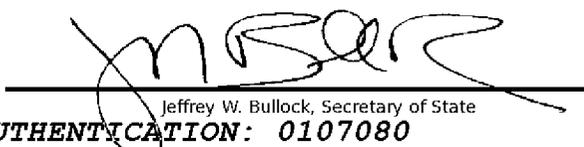
*The First State*

"TCG MINNESOTA, INC.", A DELAWARE CORPORATION,  
"TCG NEW JERSEY, INC.", A DELAWARE CORPORATION,  
"TCG OF THE CAROLINAS, INC.", A DELAWARE CORPORATION,  
"TCG OHIO", A NEW YORK GENERAL PARTNERSHIP,  
"TCG OMAHA", A NEW YORK GENERAL PARTNERSHIP,  
"TCG OREGON", A NEW YORK GENERAL PARTNERSHIP,  
"TCG PHOENIX", A NEW YORK GENERAL PARTNERSHIP,  
"TCG PITTSBURGH", A NEW YORK GENERAL PARTNERSHIP,  
"TCG RHODE ISLAND", A NEW YORK GENERAL PARTNERSHIP,  
"TCG SAN DIEGO", A NEW YORK GENERAL PARTNERSHIP,  
"TCG SAN FRANCISCO", A NEW YORK GENERAL PARTNERSHIP,  
"TCG SEATTLE", A NEW YORK GENERAL PARTNERSHIP,  
"TCG ST. LOUIS", A NEW YORK GENERAL PARTNERSHIP,  
"TCG UTAH", A NEW YORK GENERAL PARTNERSHIP,  
"TELEPORT COMMUNICATIONS HOUSTON, INC.", A DELAWARE  
CORPORATION,  
"TELEPORT COMMUNICATIONS - WASHINGTON, D.C., INC.", A  
DELAWARE CORPORATION,  
WITH AND INTO "TELEPORT COMMUNICATIONS AMERICA, LLC" UNDER  
THE NAME OF "TELEPORT COMMUNICATIONS AMERICA, LLC", A LIMITED

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LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2012, AT 3:11 O'CLOCK P.M.

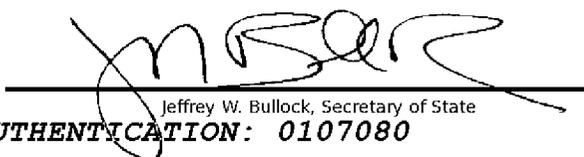
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2012.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0107080

DATE: 12-31-12

STATE OF DELAWARE  
CERTIFICATE OF MERGER  
OF  
BIZTEL INC.  
BIZTEL COMMUNICATIONS, INC.  
TCG AMERICA, INC.  
TCG BILLING SERVICES, INC.  
TCG CERFNET, INC.  
TCG LOS ANGELES, INC.  
TCG MIDSOUTH, INC.  
TCG MILWAUKEE, INC.  
TCG MINNESOTA, INC.  
TCG NEW JERSEY, INC.  
TCG OF THE CAROLINAS, INC.  
TELEPORT COMMUNICATIONS HOUSTON, INC.  
TELEPORT COMMUNICATIONS - WASHINGTON, D.C., INC.  
TCG CHICAGO  
TCG COLORADO  
TCG CONNECTICUT  
TCG DALLAS  
TCG DATA-NY  
TCG DETROIT  
TCG ILLINOIS  
TCG INDIANAPOLIS  
TCG MARYLAND  
TCG OHIO  
TCG OMAHA  
TCG OREGON  
TCG PHOENIX  
TCG PITTSBURGH  
TCG RHODE ISLAND  
TCG SAN DIEGO  
TCG SAN FRANCISCO  
TCG SEATTLE  
TCG ST. LOUIS  
TCG UTAH

WITH AND INTO

TELEPORT COMMUNICATIONS AMERICA, LLC

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act

**FIRST:** The name of the surviving company is Teleport Communications America, LLC, a Delaware limited liability company (the "Survivor").

**SECOND:** The name of the entities being merged into the Survivor are as follows: Biztel Inc., a Delaware corporation, Biztel Communications, Inc., a Delaware corporation, TCG America, Inc., a Delaware corporation, TCG Billing Services, Inc. a Delaware corporation, TCG Cerfnet, Inc., a Delaware corporation, TCG Los Angeles, Inc., a Delaware corporation, TCG Midsouth, Inc., a Delaware corporation, TCG Milwaukee, Inc., a Delaware corporation, TCG Minnesota, Inc., a Delaware corporation, TCG New Jersey, Inc., a Delaware corporation, TCG of the Carolinas, Inc., a Delaware corporation, Teleport Communications Houston, Inc., a Delaware corporation, Teleport Communications - Washington, D.C., Inc., a Delaware corporation, TCG Chicago, a New York general partnership, TCG Colorado, a New York general partnership, TCG Connecticut, a New York general partnership, TCG Dallas, a New York general partnership, TCG Data-NY, a New York general partnership, TCG Detroit, a New York general partnership, TCG Illinois, a New York general partnership, TCG Indianapolis, a New York general partnership, TCG Maryland, a New York general partnership, TCG Ohio, a New York general partnership, TCG Omaha, a New York general partnership, TCG Oregon, a New York general partnership, TCG Phoenix, a New York general partnership, TCG Pittsburgh, a New York general partnership, TCG Rhode Island, a New York general partnership, TCG San Diego, a New York general partnership, TCG San Francisco, a New York general partnership, TCG Seattle, a New York general partnership, TCG St. Louis, a New York general partnership, TCG Utah, a New York general partnership, (collectively the "Merging Entities").

**THIRD:** The Agreement and Plan of Merger (the "Merger Agreement") has been approved and executed by the Merging Entities and the Survivor.

**FOURTH:** The Merger Agreement is on file at the place of business of the Survivor at the following address: One AT&T Way, Bedminster, NJ 07921.

**FIFTH:** A copy of the Merger Agreement will be furnished by the Survivor, on request and without cost, to any shareholder, partner or any person holding an interest in the Merging Entities.

**SIXTH:** The effective date of the merger is December 31, 2012.

**IN WITNESS WHEREOF**, said Survivor has caused this certificate to be signed by its authorized person, this 13<sup>th</sup> day of December, 2012.

Teleport Communications America, LLC

By: /s/ Paul M. Wilson \_\_\_\_\_

Paul M. Wilson, Authorized Person