

REQUEST TO ESTABLISH DOCKET  
(PLEASE TYPE)

Date May 19, 1999

Docket No. 990654-7X

- 1. Division Name/Staff Name Communications/Isler
- 2. OPR Communications/Isler
- 3. OCR Legal Services
- 4. Suggested Docket Title Request for Cancellation of ALEC Certificate No. 4794 by Fast Connections, Inc., d/b/a Fascon, Inc., Effective 12/31/98

5. Suggested Docket Mailing List (attach separate sheet if necessary)

- A. Provide NAMES ONLY for regulated companies or ACRONYMS ONLY regulated industries, as shown in Rule 25-22.104, F.A.C.
- B. Provide COMPLETE name and address for all others. (Match representatives to clients.)

1. Parties and their representatives (if any)

<u>Bill Braun</u>	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

2. Interested Persons and their representatives (if any)

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

6. Check one:

- Documentation is attached.
- Documentation will be provided with recommendation.

I:\PSC\RAR\WP\ESTDKT.  
PSC/RAR 10 (Revised 01/96)

DOCUMENT NUMBER-DATE  
06416 MAY 20 99  
FPSC-RECORDS/REPORTING



May 6, 1999

Florida Public Service Commission  
ATTN: Paula Isler  
2540 Shumard Oak Blvd  
Tallahassee FL 32399-0850

RE: Fast Connections Inc. TX073

Dear Ms. Isler:

Please cancel the certificate for Fast Connections Inc. as of 12/31/98.

Fast Connections was merged with 1-800-RECONEX Inc. as of May 01, 1998, and no longer exists as a separate entity. I have enclosed a copy of the articles of merger.

If you have further questions, please contact me at 503-982-5569.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Louise Kaiser', is written over the typed name.

Louise Kaiser  
Tax Supervisor

enclosure

RECEIVED

MAY 10 1999

CMU



Phone: (503) 986-2200

Fax: (503) 378-4231

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327

Check the appropriate box below:

For office use only

- BUSINESS/PROFESSIONAL CORPORATION
FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

FILED

MAY 0 1 1998

OREGON SECRETARY OF STATE

Registry Number: 621283-85

Attach Additional Sheet if Necessary
Please Type or Print Legibly in Black Ink

BUSINESS/PROFESSIONAL/NONPROFIT CORPORATION ONLY

- 1) NAMES OF THE CORPORATIONS PROPOSING TO MERGE
2) NAME OF THE SURVIVING CORPORATION
3) A COPY OF THE MERGER PLAN IS ATTACHED.
4) CHECK THE APPROPRIATE STATEMENTS FOR CORPORATION A AND CORPORATION B BELOW.

CORPORATION A

CORPORATION B

- Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
Shareholder/membership approval was required. The vote was as follows:

- Shareholder/membership approval was not required. The plan was approved by a sufficient vote of the board of directors.
Shareholder/membership approval was required. The vote was as follows:

If Corporation A is a business/professional corporation:

If Corporation B is a business/professional corporation:

Table with 4 columns: Class or series of shares, Number of votes entitled to be cast, Number of votes cast FOR, Number of votes cast AGAINST

Table with 4 columns: Class or series of shares, Number of votes entitled to be cast, Number of votes cast FOR, Number of votes cast AGAINST

If Corporation A is a nonprofit corporation

If Corporation B is a nonprofit corporation

Table with 5 columns: Class(es) entitled to vote, Number of members entitled to vote, Number of votes entitled to be cast, Number of votes cast FOR, Number of votes cast AGAINST

Table with 5 columns: Class(es) entitled to vote, Number of members entitled to vote, Number of votes entitled to be cast, Number of votes cast FOR, Number of votes cast AGAINST

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

- 5) NAME OF PARENT CORPORATION 1-800-RECONEX, Inc., an Oregon corporation
6) NAME OF SUBSIDIARY CORPORATION Fast Connections, Inc., a Texas corporation
7) NAME OF SURVIVING CORPORATION 1-800-RECONEX, Inc
8) COPY OF PLAN

- 9) CHECK THE APPROPRIATE BOX
A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.
A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before 19\_\_
The mailing of a copy of the plan or summary was waived by all outstanding shares.

EXECUTION
Printed Name: Todd M. Meislahn
Signature: [Handwritten Signature]
Title: President

11) CONTACT NAME: Brenda Welter, Paralegal
DAYTIME PHONE NUMBER: (503) 226-1191

FEES
Make check for \$10 payable to "Corporation Division"
NOTE: Filing fees may be paid with VISA or Master Card. The card number and expiration date should be submitted on a separate sheet for your protection.

## PLAN OF MERGER

Plan of Merger dated as of April 30, 1998 ("Plan of Merger") between Fast Connections, Inc., a Texas corporation ("FC"), and 1-800-RECONEX, Inc., an Oregon corporation ("Reconex").

### RECITALS:

- A. FC has authorized Stock consisting of 10,000 shares of Common Stock having \$0.10 par value, of which 1,517.714 shares are issued and outstanding.
- B. Reconex owns beneficially and of record 1,517.714 shares of the Common Stock of FC, representing 100 percent of the issued and outstanding common stock of FC.
- C. The Boards of Directors of FC and Reconex deem it advisable and in the best interests of FC and Reconex and in the best interests of the shareholders of FC and Reconex that FC be merged with and into Reconex (the "Merger").
- D. The Board of Directors of Reconex desires to accomplish the merger in accordance with the provisions of Or. Rev. Stat § 60.491.

### TERMS AND CONDITIONS:

NOW, THEREFORE, FC and Reconex hereby agree as follows:

#### I. Constituent Corporations.

1.1 FC is duly incorporated and validly existing under the laws of the state of Texas and its principal place of business is 2500 Industrial Avenue, Hubbard, Oregon 97032.

1.2 Reconex is duly incorporated and validly existing under the laws of the state of Oregon and its principal place of business is 2500 Industrial Avenue, Hubbard, Oregon 97032.

#### II. The Merger.

2.1 In accordance with Or. Rev. Stat. § 60.494 and Texas Business Corporation Act, Article 5.16(B), the Merger shall become effective at the time (herein referred to as the "Effective Time"): (i) Articles of Merger in substantially the form of Exhibit 1 hereto, together with this Plan of Merger annexed thereto are filed with the Secretary of State of the State of Oregon and the Secretary of State of the State of Texas; or (ii) such later date or time as may be specified in the Articles of Merger by agreement of FC and Reconex.

2.2 At the Effective Time, FC shall be merged with and into Reconex upon the terms and conditions set forth in this Plan of Merger in accordance with the requirements of Oregon law. Thereupon, the separate corporate existence of Reconex, with all of its rights, privileges, immunities, powers, and purposes shall continue unaffected and unimpaired by the Merger, and Reconex, as the corporation surviving the Merger, shall be fully vested therewith. The separate corporate existence of

FC shall cease upon the Merger becoming effective as herein provided and thereupon Reconex and FC shall be a single corporation.

2.3 At the Effective Time, Reconex shall succeed to all of the rights, privileges, powers, immunities and franchises of FC, all of the properties and assets of FC, and all of the debts, choices in action and other interest due or belonging to FC, and shall be subject to, and responsible for, all of the debts, liabilities, and obligations of FC, with the effect set forth in the Oregon Business Corporation Act.

III. Articles of Incorporation, Bylaws and Board of Directors and Officers of Reconex.

3.1 The Articles of Incorporation of Reconex in effect immediately prior to the Effective Time shall be the Articles of Incorporation of Reconex after the Effective Time until amended in accordance with provisions of the Oregon Business Corporation Act.

3.2 The Bylaws of Reconex in effect immediately prior to the Effective Time shall be the Bylaws of Reconex after the Effective Time until amended thereafter as provided therein or in accordance with provisions of the Oregon Business Corporation Act.

3.3 The directors and officers of Reconex immediately prior to the Effective Time shall constitute the Board of Directors and the officers, respectively, of Reconex after the Effective Time until expiration of their current terms as such, or prior resignation, removal or death, subject to the Articles of Incorporation and Bylaws of Reconex.

IV. Cancellation of Shares.

At the Effective Time, each share of the issued and outstanding Common Stock of FC shall be canceled without any consideration being issued or paid therefore.

V. Abandonment of the Merger.

Notwithstanding the approval of this Plan of Merger by the Boards of Directors of Reconex or FC, the Merger may be abandoned in this Plan of Merger may be terminated at any time prior to the Effective Time.

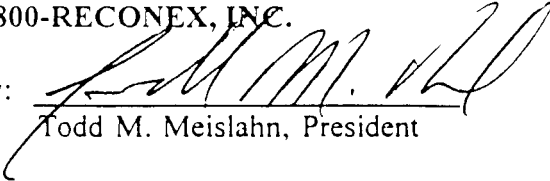
VI. Articles of Merger.

Articles of Merger as required by Or. Rev. Stat. § 60.494 and Texas Business Corporation Act, Article 5.16(B), shall be filed with the Secretary of State of the State of Oregon and the Secretary of state of the State of Texas on such date as may be designated by the Boards of Directors of Reconex and FC.

IN WITNESS WHEREOF, this Plan of Merger has been executed as of the day and year first above written.

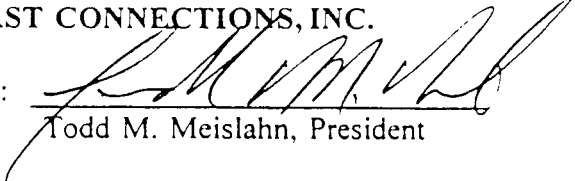
1-800-RECONEX, INC.

By:

  
Todd M. Meislahn, President

FAST CONNECTIONS, INC.

By:

  
Todd M. Meislahn, President