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## RECEIVED

JAN 18 2001

Florida Public Service Commission  
Division of Regulatory Oversight

January 15, 2001

### CERTIFIED MAIL RETURN RECEIPT REQUESTED

Mr. Tommy Williams  
Florida Public Service Commission  
Division of Telecommunications  
2540 Shumard Oak Boulevard  
Gerald Gunter Building  
Tallahassee, FL 32399-0850

010091-TI

010091-TI-009

RE: Docket No. 991188-TI

Dear Mr. Williams:

CEI Networks, Inc., formerly TeleBeam, Incorporated ("TeleBeam"), by its attorneys, hereby respectfully notifies the Florida Public Service Commission ("Commission") of the merger into TeleBeam of Conestoga Communications, Inc. ("CCI"), an affiliate of TeleBeam, and the change of name of TeleBeam, Incorporated to CEI Networks, Inc. ("CEI").

TeleBeam is currently authorized to provide intrastate interexchange telecommunications services in Florida at the above docket number; CCI does not do business in Florida. CEI will continue to offer the same services. The TeleBeam management team will remain intact at CEI, with the additional benefit of CCI's support. Accordingly, the transaction will result in continued reliable service, under the CEI name, to all current and potential TeleBeam customers at just and reasonable rates.

CEI, the successor of TeleBeam, is a corporation organized and existing under the laws of the Commonwealth of Pennsylvania with its principal office in Birdsboro, Pennsylvania. A copy of the Articles of Incorporation of TeleBeam (in the name TE Merger Corporation, which changed its name to TeleBeam, Incorporated) is already on file with the Commission. Pursuant to an Agreement and Plan of Merger dated as of December 19, 2000, CCI merged into TeleBeam which changed its name to CEI. A copy of the Articles of Merger filed with the Commonwealth of Pennsylvania, containing a copy of the Agreement and Plan of Merger, is attached hereto as Exhibit "A". CEI intends to obtain authorization to transact business as a

DSB 749278.1

DOCUMENT NUMBER-DATE

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NEW YORK, NY | CAMDEN, NJ | HARRISBURG, PA | NORRISTOWN, PA | WILMINGTON, DE  
FPSC-RECORDS/REPORTING

Mr. Tommy Williams  
January 15, 2001  
Page 2

foreign corporation in the State of Florida. A copy of the qualifying document will be forwarded immediately upon receipt to be attached hereto as Exhibit "B".

The merged CEI entity will continue to have sufficient technical, financial and managerial resources and ability to provide the telecommunications services for which authority has been granted. TeleBeam's existing management team will continue to work for the merged entity. These individuals represent a broad spectrum of business and technical disciplines, possessing many years of individual and aggregate telecommunications experience. Biographical information concerning these individuals and relevant financial information is found in TeleBeam's Application at Docket No. 991188-TI.

CEI will continue to charge customers TeleBeam's rates and will adopt them in their entirety. The result of the transaction will be a corporate organization under which CEI will essentially remain intact as the single, regulated telecommunications carrier proposing to serve customers in Florida. An organizational chart which describes the transaction and replicates the structure both before and after the transaction is attached hereto as Exhibit "C".

Please let me know whether anything further is required.

Respectfully yours,



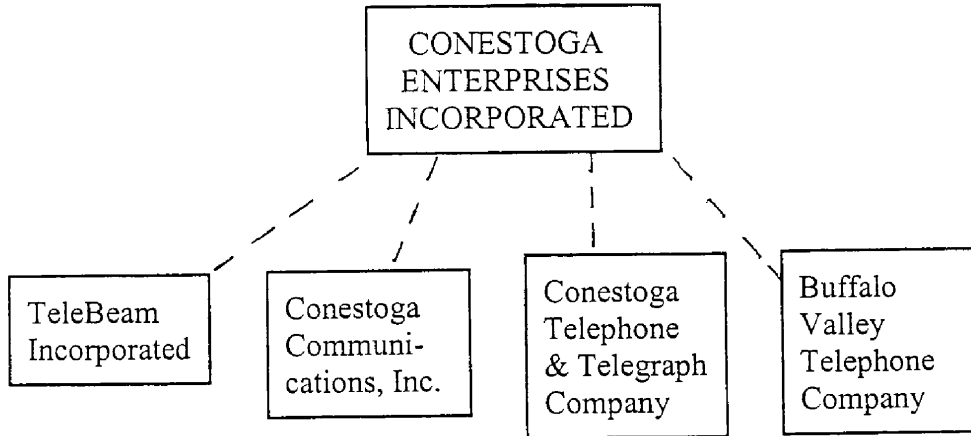
Gerald Gornish

For WOLF, BLOCK, SCHORR and SOLIS-COHEN LLP

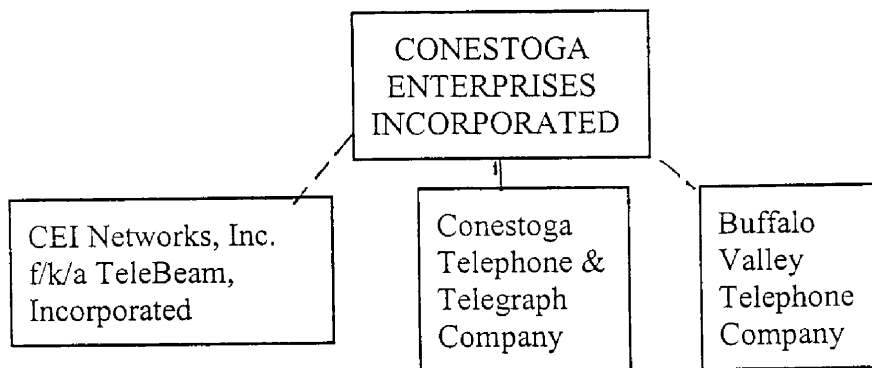
GG:lak  
cc: CEI Networks, Inc.

# REGULATED COMPANIES BEFORE AND AFTER MERGER

## BEFORE



## AFTER



Microfilm Number \_\_\_\_\_  
Serial Number 2906507

Filed with the Department of State on DEC 29 2000  
Secretary of the Commonwealth *[Signature]* JK

# ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

DSCA:15-5926 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5926 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The name of the corporation surviving the merger is: TelaReam, Incorporated

2. (Check and complete one of the following):  
XX The surviving corporation is a domestic business corporation and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 202 E. First Street Birdsboro Pa 19508 Berks  
Number and Street City State Zip County

(b) a/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

\_\_\_\_\_ The surviving corporation is a qualified foreign business corporation incorporated under the laws of New York and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) \_\_\_\_\_  
Number and Street City State Zip County

(b) a/o: \_\_\_\_\_  
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

\_\_\_\_\_ The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of \_\_\_\_\_ and the address of its principal office under the laws of such domiciliary jurisdiction is:

\_\_\_\_\_ City State Zip County  
Number and Street



IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 29th day of December, 2000.

**CONESTOGA COMMUNICATIONS, INC.**

By: Albert H. Kramer  
Albert H. Kramer  
Title: President

**TELEBEAM, INCORPORATED**

By: Albert H. Kramer  
Albert H. Kramer  
Title: Chairman

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into this 19th day of December, 2000, by and between Conestoga Communications, Inc., a Pennsylvania corporation ("CCI"), and TeleBeam, Incorporated, a Pennsylvania corporation ("TeleBeam"). Together, CCI and TeleBeam are each referred to individually as "Subsidiary" and together as the "Subsidiaries").

### WITNESSETH

WHEREAS, the Board of Directors of each Subsidiary deems it advisable and to the advantage, welfare and best interests of such corporations and the shareholder of each corporation to merge with and into TeleBeam pursuant to the provisions of the Pennsylvania Business Corporation Law of 1988, as amended (the "BCL"), upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements of the parties hereto, and for other good and valuable consideration and intending to be legally bound, the Subsidiaries hereby agree as follows:

1. Merger. Upon the terms and subject to the conditions hereof and in compliance with the provisions of the BCL, CCI shall, on the Effective Date (as hereinafter defined), be merged (the "Merger") with and into TeleBeam, which shall be the surviving corporation and which shall continue to exist as the surviving corporation (sometimes hereinafter referred to as the "Surviving Corporation") under the name "CEI Networks, Inc.", to be governed by the provisions of the Pennsylvania Business Corporation Law of 1988, as amended ("BCL"). The separate existences of CCI shall cease on the Effective Date, in accordance with the provisions of the BCL.
2. Articles of Incorporation. The Articles of Incorporation of TeleBeam, as in force and effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation except that its name shall change to CEI Networks, Inc. and shall continue in full force and effect until altered, amended or changed as therein provided and/or in the manner prescribed by the provisions of the BCL.
3. Bylaws. The Bylaws of TeleBeam, as in force and effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until altered, amended or changed as therein provided and/or in the manner prescribed by the provisions of the BCL.
4. Board of Directors. From and after the Effective Date, the directors of the Surviving Corporation shall be as of the date hereof, subject to the provisions of the BCL and the Articles of Incorporation and Bylaws of the Surviving Corporation, and until their successors are duly elected and qualified.

5. Officers. From and after the Effective Date, the officers of the Surviving Corporation shall remain as of the date hereof, subject to the provisions of the BCL and the Articles of Incorporation and Bylaws of the Surviving Corporation, serving at the pleasure of the Board of Directors of the Surviving Corporation.

6. Cancellation of Shares. As of the Effective Date and by virtue of the Merger and without any action on the part of the parties hereto, all of the issued and outstanding shares of capital stock of CCI shall be cancelled and cease to exist. Each share of the capital stock of TeleBeam that is issued and outstanding immediately before the Effective Date shall, on and after the Effective Date, remain issued and outstanding as one (1) share of the capital stock of TeleBeam, and each holder thereof shall retain his or her rights therein. The holders of the shares of capital stock of TeleBeam outstanding immediately prior to the Effective Date shall, immediately after the Effective Date, continue to hold a majority of the outstanding shares of capital stock of TeleBeam.

7. Authorization. As set forth in Section 1924 of the BCL, this Agreement and Plan of Merger has been authorized by the affirmative vote of the sole shareholder of each Subsidiary and by the unanimous affirmative vote of each Subsidiary's Board of Directors.

8. Effective Date. Pursuant to the BCL, Articles of Merger will be executed and filed at such time as is directed by the President of TeleBeam. The merger shall become effective on the date specified in each such document (the "Effective Date").

9. Effect of Merger. Upon the Effective Date of the Merger, the effect thereof shall be as set forth in Section 1929 of the BCL.

10. Further Acts. Parent and Subsidiary will cause to be executed and filed or recorded any document prescribed by the BCL and will cause to be performed all necessary acts within Pennsylvania and elsewhere to effectuate the Merger. The Board of Directors and the proper officers of the Subsidiaries are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the Agreement and Plan of Merger.

11. Termination and Abandonment. Notwithstanding the approval of this Agreement and Plan of Merger, this Agreement and Plan of Merger may be terminated and the Merger may be abandoned, at any time prior to the filing of the Articles of Merger with the Commonwealth of Pennsylvania by an instrument in writing signed by an authorized officer of each Subsidiary, and upon authorization of the Board of Directors of each Subsidiary.

12. Counterparts. This Agreement and Plan of Merger may be executed in any number of counterparts and by either of the parties hereto on separate counterparts, each of which when so executed shall constitute an original and all of which together shall constitute one and the same document.



IN WITNESS WHEREOF, this Agreement and Plan of Merger is duly executed by and on behalf of each Subsidiary as of the date hereinbefore first written.

CONESTOGA COMMUNICATIONS, INC.

By: \_\_\_\_\_

Title: \_\_\_\_\_

TELEBEAM, INCORPORATED

By: \_\_\_\_\_

Title: \_\_\_\_\_