

WHEREAS, this Agreement and Plan of Merger aforesaid has heretofore been approved by the Boards of Directors of each of the parties hereto pursuant to provisions of Section 354 and 368 of the Internal Revenue Code of 1954, as amended,

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements hereinafter contained, it is hereby agreed by and among the parties hereto, subject to the approval and adoption of this Agreement by the respective stockholders of each of the Constituent Corporations:

(a) That pursuant to and with the effects provided in the applicable provisions of the South Carolina Business Corporation Act of 1962, as amended, the Merged Corporations be merged into and with the Surviving Corporation, the corporate existence of which shall be continued under the name of Continental Telephone Company of South Carolina and thereafter, the individual existence of the Merged Corporations shall cease.

The terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect shall be as follows:

I.

The acts and things required to be done by the South Carolina Business Corporation Act of 1962, in order to make this Agreement and Plan of Merger effective, including the submission of this Agreement to the shareholders of the Constituent Corporations and the filing of the Articles of Merger in the manner provided in said Act, shall be attended to and done by the proper officers of the Constituent Corporations as soon as practicable.