

ARTICLES OF MERGER
OF
THE SPINNING WHEEL, Inc.

(an Idaho corporation)

INTO

CYBERHIGHWAY, INC.

(an Idaho corporation)

FILED/EFFECTIVE

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STATE OF IDAHO

The undersigned officers of CyberHighway, Inc., an Idaho corporation ("CHI"), and The Spinning Wheel, Inc., an Idaho corporation ("TSWI"), hereby certify as follows:

A. On October 26, 1999, the Board of Directors of CHI duly adopted the following resolution containing a Plan of Merger, and, on October 26, 1999, the Board of Directors of TSWI duly adopted the following resolution containing a Plan of Merger:

RESOLVED, that The Spinning Wheel, Inc., an Idaho corporation (TSWI), be merged into CyberHighway, Inc., an Idaho corporation (CHI), in accordance with the following plan of merger:

1. Surviving Corporation. TSWI shall be merged into CHI, which shall be the surviving corporation.
2. Ownership of Stock. The outstanding stock of TSWI consists of 134 shares of common stock, no par value per share, which are owned as follows:

Diggs W. Lewis, Jr. and Yvonne Lewis 109 shares
Bridgett Stewart 25 shares
3. Terms and Conditions of Merger. This merger is intended to be a "reorganization" as that term is defined in the Internal Revenue Code §§ 368(a)(1)(A) and 368(a)(2)(D). On the effective date of the merger of TSWI into CHI, the separate existence of TSWI shall cease, the stock of TSWI shall be cancelled and CHI shall succeed to all of the property, rights and other assets and shall be subject to all of the liabilities of TSWI, without further action by either corporation. Current TSWI shareholders shall tender their shares to TSWI, and, for every one (1) share of TSWI tendered, such shareholder shall receive 604.95 shares of common stock of USURF America, Inc., a Nevada corporation, the parent of CHI.
4. Further Assurances. If, at any time, CHI shall determine that additional conveyances, documents or other action are necessary to carry out the provisions of this Plan of Merger, the officers and directors of TSWI as of the effective date of this merger shall execute such conveyances or documents or take such action.
5. No Changes in Articles of Incorporation. The Articles of Incorporation of CHI are not amended as a result of this merger.
6. Effective Date. The effective date of this merger shall be the date when the Certificate of Merger is issued by the Idaho Secretary of State pursuant to the provisions of the Idaho Business Corporation Act.

B. The number of outstanding shares of stock of CHI consists of 2,475 shares of common stock, no par value per share, and all shares were voted in favor of the plan of merger.

C. The number of outstanding shares of stock of TSWI consists of 134 shares of common stock, no par value per share, and all shares were voted in favor of the plan of merger.

IDAHO SECRETARY OF STATE

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[Signature]

D. A copy of the Agreement and Plan of Reorganization and the Agreement of Merger have been duly delivered to each of the shareholders of TSWI, and they have waived the right to hold a special shareholders' meeting and have agreed to the merger.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Merger to be executed as of the 1st day of February, 2000.

ATTEST:

By: [Signature]
David M. Loflin
Secretary

CYBERHIGHWAY, INC.
an Idaho corporation

By: [Signature]
Darrell Davis
President

By: [Signature]
Yvonne Lewis
Secretary

THE SPINNING WHEEL, INC.
an Idaho corporation

By: [Signature]
Bridgett Stewart
President

STATE OF IDAHO)
COUNTY OF Bonneville) ss.

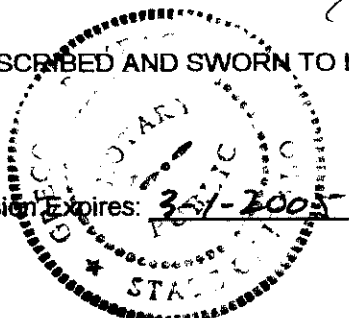
VERIFICATION

Waddell D. Loflin, being first duly sworn, states that: (1) he is the President of CyberHighway, Inc., an Idaho corporation; (2) he has read the foregoing Articles of Merger; and (3) the statements made therein are true and correct.

[Signature]
Darrell Davis

SUBSCRIBED AND SWORN TO before me this 1st day of February, 2000.

My Commission Expires: 3-1-2005



[Signature]
Notary Public
Residing in Idaho Falls.

VERIFICATION

Bridgett Stewart, being first duly sworn, states that: (1) she is the President of The Spinning Wheel, Inc., an Idaho corporation; (2) she has read the foregoing Articles of Merger; and (3) the statements made therein are true and correct.

[Signature]
Bridgett Stewart

SUBSCRIBED AND SWORN TO before me this 1st day of February, 2000.

My Commission Expires: March 1 2005

ARTICLES MERGER



[Signature]
Notary Public
Residing in Idaho Falls, ID.