

ARTICLES OF MERGER
OF
PREMIER INTERNET SERVICES, INC.
(an Idaho corporation)
INTO
CYBERHIGHWAY, INC.
(an Idaho corporation)

FILED
SEP 2 4 09 PM '99
SECRETARY OF STATE
STATE OF IDAHO

The undersigned officers of CyberHighway, Inc., an Idaho corporation ("CHI"), and Premier Internet Services, Inc., an Idaho corporation ("PISI"), hereby certify as follows:

A. On August 21, 1999, the Board of Directors of CHI duly adopted the following resolution containing a Plan of Merger, and, on August 21, 1999, the Board of Directors of PISI duly adopted the following resolution containing a Plan of Merger:

RESOLVED, that Premier Internet Services, Inc., an Idaho corporation (PISI), be merged into CyberHighway, Inc., an Idaho corporation (CHI), in accordance with the following plan of merger:

1. Surviving Corporation. PISI shall be merged into CHI, which shall be the surviving corporation.
2. Ownership of Stock. The outstanding stock of PISI consists of 44,628 shares of common stock, no par value per share, which are owned as follows:

Alan L. Taylor	43,013 shares
Brent Bates	182 shares
Kim Jorgensen	167 shares
Chris Allison	166 shares
Robert Carlson	500 shares
Lane Virgin	600 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 PISI into CHI, the separate existence of PISI shall cease, the stock of PISI 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 PISI, without further action by either corporation. Current PISI shareholders shall tender their shares to PISI, and, for every one (1) share of PISI tendered, such shareholder shall receive three and six-hundred-forty-eight-one-thousandths (3.648) 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 PISI 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.

IDaho SECRETARY OF STATE
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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 PISI consists of 44,628 shares of common stock, no par value per share, and all shares were voted in favor of the plan of merger.

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 PISI, 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 30th day of August, 1999.

ATTEST:

CYBERHIGHWAY, INC.
an Idaho corporation

By: 

Ike Sweesy
Assistant Secretary

By: 

Darrell Davis
President

PREMIER INTERNET SERVICES, INC.
an Idaho corporation

By: 

Brent C. Bates
Secretary

By: 

Alan L. Taylor
President

STATE OF IDAHO)

COUNTY OF Ada)

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VERIFICATION

Darrell Davis, 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.


Darrell Davis

SUBSCRIBED AND SWORN TO before me this 1st Sept day of August, 1999.

Diane L. Deschbacher
Notary Public for State of Idaho

Residing at: Bose, ID

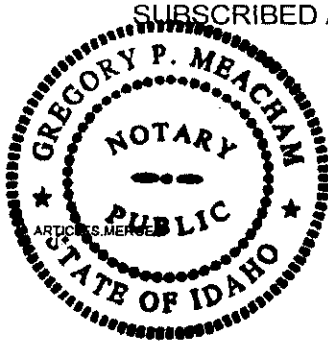
My Commission Expires: 5/7/03

VERIFICATION

Alan L. Taylor, being first duly sworn, states that: (1) he is the President of Premier Internet Services, Inc., an Idaho corporation; (2) he has read the foregoing Articles of Merger; and (3) the statements made therein are true and correct.

Alan L. Taylor
Alan L. Taylor

SUBSCRIBED AND SWORN TO before me this 30th day of August, 1999.



Gregory P. Meacham
Notary Public for State of Idaho
Residing at: Idaho Falls
My Commission Expires: March 1, 2005