

**Able Telcom**  
Holding Corporation

P970000041869

May 7, 1997

**VIA FEDERAL EXPRESS**

State of Florida Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

RE: Able Integrated Systems, Inc.

000002171470--4  
-05/08/97--01095--007  
\*\*\*\*122.50 \*\*\*\*122.50

To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Additionally, please find our check in the amount of \$122.50.

Should you have any questions about this incorporation, please don't hesitate to contact me.

Thank you in advance for your attention to this matter.

Sincerely,

*Ruth Darling*

Ruth Darling  
Executive Administrative Assistant

/rd

Enclosures

FILED  
97 MAY -8 PM 3:54  
STATE DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*ru 5/12/97*

ARTICLES OF INCORPORATION  
OF  
ABLE INTEGRATED SYSTEMS, INC.

FILED  
97 MAY -8 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I  
Name

The name of the corporation is ABLE INTEGRATED SYSTEMS, INC.

Article II  
Duration

The corporation shall have perpetual existence.

Article III  
Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV  
Address

The principal place of business of the corporation shall be: 1267 Old Norcross Rd.; Lawrenceville, GA 30245.

Article V  
Capital Stock

The corporation is authorized to issue 100 shares of common stock, .10¢ par value per share.

Article VI  
Initial Registered Office And Agent

The street address of the initial registered office of the corporation is 1601 Forum Place, Suite 1110, West Palm Beach, Florida, 33410 and the name of the initial registered agent of the corporation at that address is William J. Mercurio.

Article VII  
Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be

less than one (1). The names and addresses of the initial directors of the corporation are:

William J. Mercurio  
1601 Forum Place, Suite 1110  
West Palm Beach, FL 33410

Article VIII  
Incorporator

The name and address of the person signing these Articles of Incorporation is:

William J. Mercurio  
1601 Forum Place, Suite 1110  
West Palm Beach, FL 33410

Article IX  
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X  
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI  
Bylaws

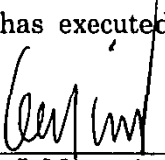
The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or

repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XII  
Beginning of Corporate Existence

The corporate existence of the corporation shall begin upon filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7<sup>th</sup> day of May, 1997.

  
\_\_\_\_\_  
William J. Mercurio, Chairman

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



William J. Mercurio, Chairman  
Registered Agent  
Dated: May 7, 1997

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA