



P97000041869

October 12, 1999

Florida Department of State
Corporations Division
Amendment Filing Section
P.O. Box 6327
Tallahassee, FL 32314

800003015618-8
-10/15/99-01030-004
****140.00 ****140.00

RE: Filing of Merger Documents
Entities: Able Integrated Systems, Inc., a Florida Corporation
Able Communications Services, Inc., a Florida Corporation
Telecommunications Services Group, Inc., a Florida Corporation
Able Telecommunications & Power, Inc., a Florida Corporation

FILED
99 OCT 15 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

The above referenced entities are all subsidiaries of Able Telcom Holding Corp., a Florida Corporation. We are in the process of merging Able Communications Services, Inc., Telecommunications Services Group, Inc. and Able Telecommunications & Power, Inc. into Able Integrated Systems, Inc. Enclosed please find the following documents submitted in order to comply with Florida's requirements:

- > Original and 1 copy of the Articles of Merger and Plan of Merger; and
- > \$140.00 check made payable to the Florida Secretary of State.

Please cause these documents to be filed and forward notice of acceptance of the Articles to the attention of the undersigned with the returned stamped copy. If you have any questions or concerns regarding any of the foregoing, please do not hesitate to contact me.

Very truly yours,

ABLE TELCOM HOLDING CORP.

Evan B. Plotka
Associate Counsel

Merger

Enclosures

V. SHEPARD OCT 25 1999

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ABLE COMMUNICATIONS SERVICES, INC., a Florida corporation,
P93000072660

TELECOMMUNICATIONS SERVICES GROUP, INC., a Florida corporation,
P95000085698

ABLE TELECOMMUNICATIONS & POWER, INC., a Florida corporation, 586169

INTO

ABLE INTEGRATED SYSTEMS, INC., a Florida entity, P97000041869.

File date: October 15, 1999

Corporate Specialist: Velma Shepard

ABLE INTEGRATED SYSTEMS, INC.

ARTICLES OF MERGER

FILED
99 OCT 15 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to §607.1105, Fla. Stats.

First: The name and jurisdiction of the surviving corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Able Integrated Systems, Inc.	State of Florida

Second: The name and jurisdiction of each merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Able Communications Services, Inc.	State of Florida
Telecommunications Services Group, Inc.	State of Florida
Able Telecommunications & Power, Inc.	State of Florida

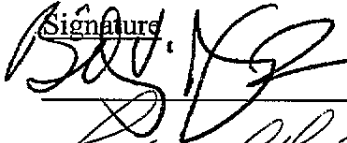

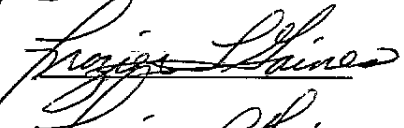
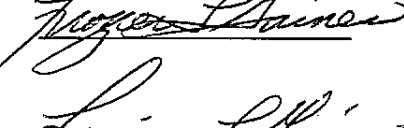

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the earliest date provided by law.

Fifth: The Plan of Merger was adopted by the sole shareholder and the sole director of the surviving corporation on October 31, 1998.

Sixth: The Plan of Merger was adopted by the sole shareholder and the sole director of the merging corporations on October 31, 1998.

Seventh: Signatures for each corporation:

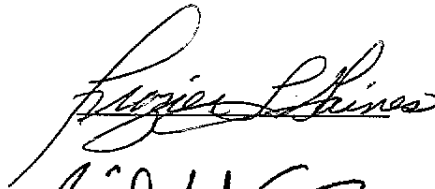
<u>Name of Corporation</u>	<u>Signature</u>	<u>Name & Title</u>
Able Integrated Systems, Inc. Survivor Corporation		Billy V. Ray, Jr., Director
Able Integrated Systems, Inc. Survivor Corporation		Frazier L. Gaines, President Able Telcom Holding Corp. Shareholder
Able Communications Services, Inc. Merging Corporation		Frazier L. Gaines, Director
Able Communications Services, Inc. Merging Corporation		Frazier L. Gaines, President Able Telcom Holding Corp. Shareholder
Telecommunications Services Group, Inc.. Merging Corporation		Frazier L. Gaines, Director

ABLE INTEGRATED SYSTEMS, INC.

ARTICLES OF MERGER

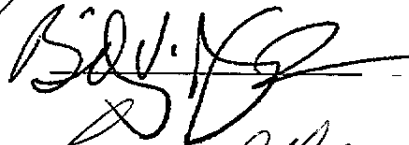
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Telecommunications Services Group, Inc.
Merging Corporation



Frazier L. Gaines, President
Able Telcom Holding Corp.
Shareholder

Able Telecommunications & Power, Inc.
Merging Corporation



Billy V. Ray, Jr., Director

Able Telecommunications & Power, Inc.
Merging Corporation



Frazier L. Gaines, President
Able Telcom Holding Corp.

ABLE INTEGRATED SYSTEMS, INC.

PLAN OF MERGER

The following plan of merger is submitted in compliance with § 607.1104, Fla. Stats. and in accordance with the laws or any other applicable jurisdiction of incorporation:

The name and jurisdiction of the parent corporation owning 100% of the outstanding shares of each class of the subsidiary corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Able Telcom Holding Corp.	State of Florida

The name and jurisdiction of the survivor corporation into which the merging corporations will be consolidated are:

<u>Name</u>	<u>Jurisdiction</u>
Able Integrated Systems, Inc.	State of Florida

The name and jurisdiction of each merging corporation are:

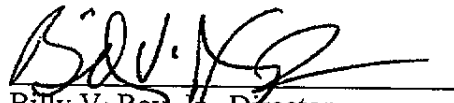
<u>Name</u>	<u>Jurisdiction</u>
Able Communications Services, Inc.	State of Florida
Telecommunications Services Group, Inc.	State of Florida
Able Telecommunications & Power, Inc.	State of Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

All shares of the surviving corporation and all outstanding shares of the merging corporations are solely owned by Able Telcom Holding Corp., wherein no transfer of shares, obligations or other securities will be required to complete this Plan of Merger.

The merger is not between the parent and a subsidiary corporation wherein the parent is not the surviving corporation. Accordingly no provision is required for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates.

There are no dissenting shareholders to this Plan of Merger .


Billy V. Ray, Jr., Director
Able Integrated Systems, Inc.