

586169

Florida Department of State  
Division of Corporations  
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Sandra B. Mortham, Secretary of State

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Fax Number : (850)922-4000

From: Account Name : PROSKAUER ROSE GOETZ & MENDELSON  
Account Number : 074673001063  
Phone : (561)995-4751  
Fax Number : (561)241-7145

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DIVISION OF CORPORATIONS

BASIC AMENDMENT  
H.C. CONNELL, INC.

Certificate of Status	1
Certified Copy	1
Page Count	7
Estimated Charge	\$52.50

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ASKED for filing DATE of 12/8  
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## Florida Department of State

### Division of Corporations

#### Public Access System

Sandra B. Mortham, Secretary of State

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**To:**

Division of Corporations  
Fax Number : (850) 922-4000

**From:**

Account Name : PROSKAUER ROSE GOETZ & MENDELSON  
Account Number : 074673001063  
Phone : (561) 995-4751  
Fax Number : (561) 241-7145

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 DIVISION OF CORPORATIONS

## BASIC AMENDMENT

H.C. CONNELL, INC.

Certificate of Status	1
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Page Count	<del>4</del> 7
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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 10, 1998

H.C. CONNELL, INC.  
400 MCCORMACK ST.  
P.O. BOX 490700  
LEESBURG, FL 34749-7700

SUBJECT: H.C. CONNELL, INC.  
REF: 586169

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The phone number of the preparer of the original document must be contained in the lower left-hand corner of the first page of the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

PLEASE DO NOT RESENT THE 4 PAGES OF WRITTEN CONSENT. THIS IS NOT NECESSARY. PLEASE RETAIN IT FOR THE CORPORATE INTERNAL FILES.

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

DEC 10 '98 15:47

(850) 487-6013 PAGE. 001



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

December 8, 1998

H.C. CONNELL, INC.  
400 MCCORMACK ST.  
P.O. BOX 490700  
LEESBURG, FL 34749-7700

SUBJECT: H.C. CONNELL, INC.  
REF: 586169

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The fax audit coversheet must be attached to your documents. Please retain the written consent by the directors and shareholders for your records.

The document is illegible and not suitable for imaging.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000022655  
Letter Number: 398A00057905

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
H.C. CONNELL, INC.**

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** THAT ARTICLE I BE AMENDED TO READ AS FOLLOWS:

The name of the corporation shall be:

**ABLE TELECOMMUNICATIONS & POWER, INC.**

**SECOND:** This written amendment was authorized by the written consent setting forth the action so taken, of the Shareholders of the outstanding shares entitled to vote thereon, on Nov. 30, 1998, pursuant to Section 607.0704 of the Florida Business Corporation Act. This written amendment was also authorized by the written consent setting forth the action so taken, of the Board of Directors entitled to vote thereon, on Nov. 30, 1998, pursuant to Section 607.0821 of the Florida Business Corporation Act.

**THIRD:** The amendment was adopted by a vote of three-quarters of the Shareholders of the Corporation and the number of votes cast for the amendment was sufficient for approval.

Signed this 1<sup>st</sup> day of December, 1998.

**H.C. CONNELL, INC.**

By: [Signature]  
Its: DIRECTOR

Frazier Gaines

Prepared by: (561) 241-7400

Mara Lerner, Esq.  
Proskauer Rose LLP  
2255 Glades Rd., Suite 340W  
Boca Raton, FL 33431  
Florida Bar No. 18823

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**H.C. CONNELL, INC.**  
**WRITTEN CONSENT TO ACTION**  
**OF**  
**THE BOARD OF DIRECTORS**

**In Lieu of a Special Meeting**

\_\_\_\_\_  
Pursuant to Section 607.0821  
of the  
Florida Business Corporation Act  
\_\_\_\_\_

The undersigned, being all of the Directors of H.C. Connell, Inc. (the "Corporation"), for the purpose of taking the actions and adopting the resolutions herein referred to, do hereby make the statements, take the actions and adopt the resolutions by written consent to action pursuant to Section 607.0821 of the Florida Business Corporation Act;

WHEREAS, the Board believes it is in the best interest of the Corporation to change the name of the Corporation from H.C. Connell, Inc. to Able Telecommunications & Power, Inc.;

RESOLVED, that, subject to shareholder approval, the Board recommends that the Articles of Incorporation be amended to reflect such name change and hereby directs that such amendment be submitted to the shareholders for approval; and be it further

RESOLVED, that, subject to shareholder approval of the amendment, the President and Secretary be and they hereby are authorized and directed to execute Articles of Amendment of the Articles of Incorporation and to have said instrument filed in the office of the Secretary of State in Tallahassee, Florida; and be it further

RESOLVED, that the Secretary be and hereby is authorized to execute Articles of Amendment of the Bylaws of this Corporation evidencing the change of the Corporation's name as authorized hereby; and be it further

Prepared by: (561) 241-7400


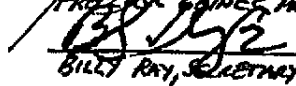
Mara Lerner, Esq.  
Proskauer Rose LLP  
2255 Glades Rd., Suite 340W  
Boca Raton, FL 33431  
Florida Bar No. 18823

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RESOLVED, that the President and Secretary be and they hereby are authorized and directed to execute any further documents, pay the necessary fees and costs, and do any and all things that may be necessary to effectuate the foregoing resolutions.

Dated this 1<sup>st</sup> day of December, 1998.

  
\_\_\_\_\_  
FRAZIER GAINES, PRESIDENT Frazier Gaines, President  
  
\_\_\_\_\_  
BILLY RAY, SECRETARY Billy Ray, Secretary  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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**H.C. CONNELL, INC.**

**UNANIMOUS WRITTEN CONSENT TO ACTION  
OF  
THE SHAREHOLDERS**

**In lieu of a Special Meeting**

\_\_\_\_\_  
**Pursuant to Section 607.0704  
of the  
Florida Business Corporation Act**  
\_\_\_\_\_

**THE UNDERSIGNED**, being at least three quarters (3/4) of the shareholders of H.C. Connell, Inc., a Florida corporation (the "Corporation"), for the purpose of taking the actions and adopting the resolutions herein referred to, do hereby make the statements, take the actions and adopt the resolutions by written consent to action pursuant to Section 607.0704 of the Florida Business Corporation Act.

**WHEREAS**, the Board of Directors of the Corporation has recommended the approval and adoption of the Articles of Amendment of Incorporation, the form of which is attached hereto as Exhibit "A" (the "Articles of Amendment");

**NOW THEREFORE BE IT RESOLVED**, that the undersigned shareholders do hereby approve such Articles of Amendment;

**FURTHER RESOLVED**, that the officers and directors of the Corporation are empowered, authorized and directed to execute the Articles of Amendment and to file same with the Florida Secretary of State, Corporations Division, and to pay all fees and costs necessary to effectuate such filing, and to take all other actions as the officer or director deems necessary or desirable to effectuate the purposes of the foregoing resolutions; and

**FURTHER RESOLVED** that the President and any other authorized officer of the corporation is hereby authorized and directed, on behalf of the Corporation, to execute, deliver and modify, as may be required from time to time, any and all such other documents, and to take any and all such action as they may

Prepared by:

(561) 241-7400

Mara Lerner, Esq.  
Proskauer Rose LLP  
2255 Glades Rd., Suite 340W  
Boca Raton, FL 33431  
Florida Bar No. 18823

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deem necessary or desirable in order to enable the Corporation to carry out and effectuate the purposes and intent of the foregoing resolution or the transactions contemplated by the Articles of Amendment, including executing and delivering all such documents for and on behalf of the Corporation as may be necessary or appropriate and executing all such documents for and on behalf of the Corporation as may be necessary or appropriate.

Dated: December 1, 1998.

TELECOMMUNICATIONS SERVICE GROUP, INC.

Frazier Gaines, Shareholder

Frazier Gaines

\_\_\_\_\_, Shareholder

\_\_\_\_\_, Shareholder

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