



815636

FILED
99 OCT 14 AM 10:18
TREASURY OF STATE
TALLAHASSEE, FLORIDA

October 11, 1999

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

500003014335--3
-10/14/99--01038--005
*****70.00 *****70.00

RE: Filing of Merger Documents
Entities: Georgia Electric Company, a Georgia Corporation
Dial Communications, Inc., a Florida Corporation

Gentlemen:

The above referenced entities are both subsidiaries of Able Telcom Holding Corp., a Florida Corporation. We are in the process of merging Dial Communications, Inc. into Georgia Electric Company. 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
- \$70.00 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. 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
10-25-99
EAS

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

DIAL COMMUNICATIONS, INC., a Florida corporation, 444410

into

GEORGIA ELECTRIC COMPANY, a Georgia entity 815636

File date: October 14, 1999

Corporate Specialist: Doug Spitler

GEORGIA ELECTRIC COMPANY

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with 14-2-1105 of the Georgia Code and the Florida Business Corporation Act, pursuant to §607.1105, Florida Statutes:

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

Name

Georgia Electric Company

Jurisdiction

State of Georgia

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

Name

Dial Communications, Inc.

Jurisdiction

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 corporation on October 31, 1998.

Seventh:

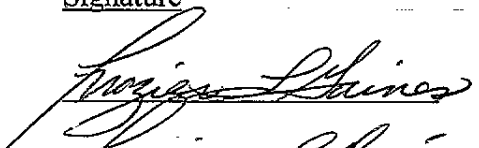
Signatures for each corporation:

Name of Corporation

Signature

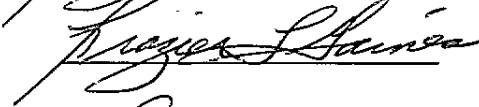
Name & Title

Georgia Electric Company
Survivor Corporation



Frazier L. Gaines, Director

Georgia Electric Company
Survivor Corporation



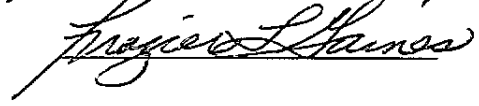
Frazier L. Gaines, President
Able Telcom Holding Corp.
Shareholder

Dial Communications, Inc.
Merging Corporation



Frazier L. Gaines, Director

Dial Communications, Inc.
Merging Corporation



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

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CLERK OF STATE
TALLAHASSEE, FLORIDA

GEORGIA ELECTRIC COMPANY

PLAN OF MERGER

The following plan of merger is submitted in compliance with §14-2-1105 of the Georgia Code and § 607.1104, Florida Statutes:

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

Name

Able Telcom Holding Corp.

Jurisdiction

State of Florida

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

Name

Georgia Electric Company

Jurisdiction

State of Georgia

The name and jurisdiction of each merging corporation are:

Name

Dial Communications, Inc.

Jurisdiction

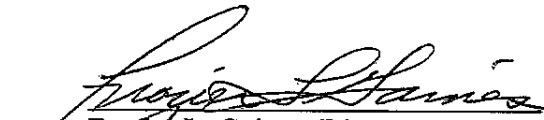
State of Florida

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.


Frazier L. Gaines, Director
Georgia Electric Company