



822085

October 11, 1999

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

100002015621--9
-10/15/99--01030--005
****175.00 ****175.00

RE: Filing of Merger Documents
Entities: Wright & Lopez, Inc., a Georgia Corporation
Wright & Lopez, of Alabama, Inc., an Alabama Corporation
Wright & Lopez, of Florida, Inc., a Florida Corporation
Black Industries, Inc., a North Carolina Corporation
Patton Management Corporation, a Tennessee Corporation

FILED
99 OCT 15 PM 1:51
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, among others, Wright & Lopez of Florida, Inc. into Wright & Lopez, Inc., a Georgia Corporation. 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
- \$175.00 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

Enclosures

Merger

V. SHEPARD OCT 25 1999

ARTICLES OF MERGER
Merger Sheet

MERGING:

WRIGHT & LOPEZ OF FLORIDA, INC., a Florida corporation, 619689

BLACK INDUSTRIES, INC., a North Carolina corporation, 810773

PATTON MANAGEMENT CORPORATION, a Tennessee corporation,
F98000004789

WRIGHT & LOPEZ OF ALABAMA, INC., an Alabama corporation not qualified in
Florida

into

WRIGHT & LOPEZ, INC., a Georgia entity 822085

File date: October 15, 1999

Corporate Specialist: Velma Shepard

WRIGHT & LOPEZ, INC.

ARTICLES OF MERGER

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with §10-2B-11.05, Code of Alabama, §14-2-1105, Georgia Code, §§ 55-11-05 and 55-11-07 of the General Statutes of North Carolina, §48-21-107, Tennessee Code and the Florida Business Corporation Act, pursuant to §607.1105, Florida Statutes and are set forth as follows:

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

<u>Name</u>	<u>Jurisdiction</u>	<u>County</u>
Wright & Lopez, Inc.	State of Georgia	Fulton

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

<u>Name</u>	<u>Jurisdiction</u>	<u>County</u>
Wright & Lopez of Alabama, Inc.	State of Alabama	Morgan
Wright & Lopez of Florida, Inc.	State of Florida	Palm Beach
Black Industries, Inc.	State of North Carolina	Wake
Patton Management Corporation	State of Tennessee	Davidson

Third: The Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the 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: The merger is permitted by the law of the individual states of incorporation of each foreign entity which is a party to this merger.

Eighth: Each foreign entity which is a party to this merger has complied or shall comply with the applicable laws of its state of incorporation.

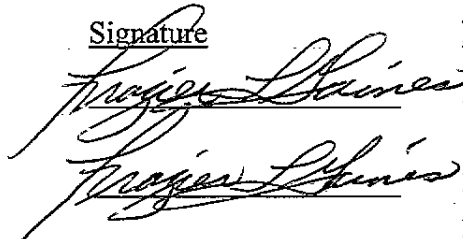
Dated this 31st day of October, 1998.

Name of Corporation

Wright & Lopez, Inc.
Survivor Corporation

Wright & Lopez, Inc.
Survivor Corporation

Signature




Name & Title

Frazier L. Gaines, Director

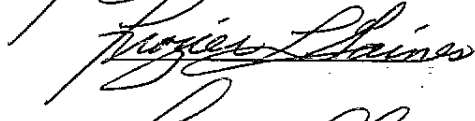
Frazier L. Gaines, President
Able Telcom Holding Corp.
Shareholder

WRIGHT & LOPEZ, INC.
ARTICLES OF MERGER
Page 2 of 2

Wright & Lopez of Alabama, Inc.
Merging Corporation

 Frazier L. Gaines, Director

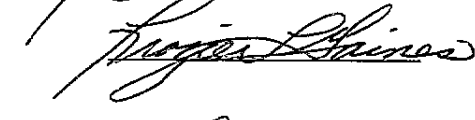
Wright & Lopez of Alabama, Inc.
Merging Corporation

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

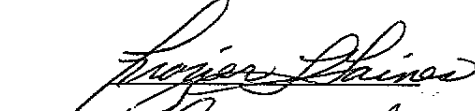
Wright & Lopez of Florida, Inc.
Merging Corporation

 Frazier L. Gaines, Director

Wright & Lopez of Florida, Inc.
Merging Corporation

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

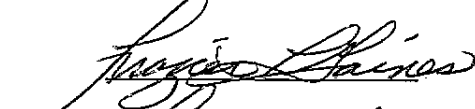
Black Industries, Inc.
Merging Corporation

 Frazier L. Gaines, Director

Black Industries, Inc.
Merging Corporation

 Frazier L. Gaines, President
Able Telcom Holding Corp.

Patton Management Corporation
Merging Corporation

 Frazier L. Gaines, Director

Patton Management Corporation
Merging Corporation

 Frazier L. Gaines, President
Able Telcom Holding Corp.

WRIGHT & LOPEZ, INC.

PLAN OF MERGER

The following plan of merger is submitted in compliance with §10-2B-11.01, Code of Alabama, §14-2-1105 of the Georgia Code, §§55-11-05 and 55-11-07 of the General Statutes of North Carolina, §48-21-102, Tennessee Code, § 607.1104, Florida Statutes as follows:

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

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

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

<u>Name</u>	<u>Jurisdiction</u>	<u>County</u>
Wright & Lopez, Inc.	State of Georgia	Fulton

The name and jurisdiction of each merging corporation are:

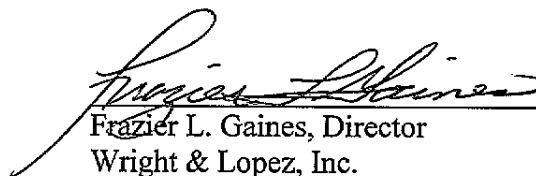
<u>Name</u>	<u>Jurisdiction</u>	<u>County</u>
Wright & Lopez of Alabama, Inc.	State of Alabama	Morgan
Wright & Lopez of Florida, Inc.	State of Florida	Palm Beach
Black Industries, Inc.	State of North Carolina	Wake
Patton Management Corporation	State of Tennessee	Davidson

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
Wright & Lopez, Inc.