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Florida Department of State  
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From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1692  
Fax Number : (850) 222-9428

## FOREIGN PROFIT QUALIFICATION

Dycom Investments, Inc.

Certificate of Status	0
Certified Copy	0
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Or

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30 JUN 19 2003  
DIVISION OF CORPORATIONS

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. DYCOM INVESTMENTS, INC.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/15/2002 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 807.1501, 607.1502 and 817.155, F.S.)

7. 4440 PGA Blvd., Suite 500  
(Principal office address)

Palm Beach Gardens, Fl. 33410  
(Current mailing address)

8. HOLDING COMPANY  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road,

Plantation, Florida 33324  
(City) (Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

CT Corporation System  
**PETER F. SOUZA**  
ASSISTANT SECRETARY

By: \_\_\_\_\_  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHED

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: SEE ATTACHED

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *John B. Devaux, Jr.*  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JOHN B. deVAUX, JR. ASSISTANT TREASURER  
(Typed or printed name and capacity of person signing application)

0000

**DYCOM INVESTMENTS, INC.**

**DIRECTORS**

Steven Nielsen  
Richard L. Dunn

**OFFICERS' NAME**

Steven Nielsen  
Timothy R. Estes  
Richard L. Dunn

John B. deVaux Jr.

**OFFICE**

President  
Vice President  
Vice President, Treasurer and  
Secretary  
Assistant Treasurer

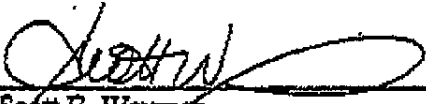
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WRITTEN ACTION OF THE SOLE INCORPORATOR  
OF  
DYCOM INVESTMENTS, INC.

I, the undersigned, being the sole incorporator of Dycorm Investments, Inc., a Delaware corporation (the "Corporation"), and acting pursuant to Sections 107 and 108 of the General Corporation Law of the State of Delaware do hereby adopt the following resolutions:

RESOLVED, that Steven Nielsen and Richard L. Dunn be and they hereby are the duly elected directors of the Corporation and are to serve until their successors are elected and shall have been qualified or until their resignations in writing have been filed with the Corporation.

IN WITNESS WHEREOF, I, the undersigned being the sole incorporator of Dycorm Investments, Inc. have hereunto set my hand this 15<sup>th</sup> day of November, 2002.

  
\_\_\_\_\_  
Scott E. Waxman  
Sole Incorporator

**UNANIMOUS CONSENT OF DIRECTORS  
IN LIEU OF ORGANIZATIONAL MEETING  
OF  
DYCOM INVESTMENTS, INC.**

THE UNDERSIGNED, being all of the directors of Dycocom Investments, Inc. (the "Corporation"), a Delaware corporation, pursuant to the provisions of Section 141 and Section 108 of the Delaware General Corporation Law, hereby consent that the following actions shall be deemed done with the same effect as if done at a regularly called meeting of the Board of Directors:

RESOLVED, that all of the actions taken by the incorporator of this Corporation to effect the incorporation of this Corporation are hereby approved, ratified, confirmed and adopted by and on behalf of this Corporation.

RESOLVED, that the Bylaws attached hereto be and are hereby adopted.

RESOLVED, that the form of corporate seal, an impression of which is affixed in the margin, is adopted as the official corporate seal of the Corporation.

RESOLVED, that the following persons are elected to the offices set opposite their names to serve until their respective successors are duly elected and qualified:

President	Steven Nielsen
Vice President	Timothy R. Estes
Vice President, Treasurer & Secretary	Richard L. Dunn
Asst. Treasurer	John B. deVaux, Jr.

RESOLVED, that the Treasurer is hereby authorized to pay all fees and expenses incident to and necessary to the organization of the Corporation.

RESOLVED, that in consideration of One Thousand Dollars (\$1,000.00) in cash paid to the Corporation by Dycocom Industries, Inc., such consideration being at least equal to the aggregate par value of such shares, the proper officers of the Corporation are authorized and directed to issue to Dycocom Industries, Inc. a certificate evidencing one thousand (1,000) fully paid and nonassessable shares of the Common Stock of this Corporation, each share having a par value of One Dollar (\$1.00) per share.

RESOLVED, that the President and the Treasurer of the Corporation be, and each of them hereby is, authorized for and on behalf of the Corporation to designate from time to time one or more banks, trust companies or other banking institutions to act as depository or depositories for the funds of the Corporation.

RESOLVED, that the President and the Treasurer of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation,

to take any and all action that they may deem necessary or advisable in order to establish bank accounts from time to time for the efficient conduct of the Corporation's business.

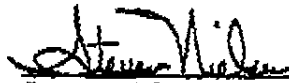
RESOLVED, that the President of the Corporation be, and he hereby is, authorized to designate those officers or agents of the Corporation who may be authorized from time to time to sign checks on any of such bank accounts.

RESOLVED, that the fiscal year of the Corporation shall commence on the 1st day of January and shall end on the 31st day of December of each year.

RESOLVED, that the Secretary and the Treasurer of this Corporation be, and hereby are, authorized and directed to procure all appropriate corporate books, books of account and stock books that may be deemed necessary or appropriate in connection with the business of this Corporation.

RESOLVED, that the President and the Treasurer of this Corporation be, and each of them hereby is, authorized and directed to take any further action and execute any such document as may be deemed necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned, being all of the directors of Dycorn Investments, Inc., a Delaware corporation, have hereunto set forth their hands as of the 15<sup>th</sup> day of November, 2002.

  
\_\_\_\_\_  
Steven Nielsen  
Director

  
\_\_\_\_\_  
Richard L. Dunn  
Director

# Delaware

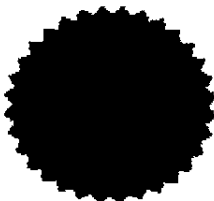
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DYCOM INVESTMENTS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF JUNE, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

RECEIVED  
JUN 19 2003  
STATE OF DELAWARE  
DEPARTMENT OF REVENUE



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2472670

DATE: 06-13-03

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