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To:

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Fax Number : (850) 205-0380

From:

Account Name : CORPORATION SERVICE COMPANY

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MERGER OR SHARE EXCHANGE

IUC IOWA, LLC

AL

Certificate of Status	0
Certified Copy	0
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\$60.00

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TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER

OF

RJE TELECOM, INC.

(a Florida corporation)

AND

IUC IOWA, LLC

(a Delaware limited liability company)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

1. The name of the surviving limited liability company is IUC Iowa, LLC, a Delaware limited liability company.
2. The Agreement of Merger has been approved and executed by both RJE Telecom, Inc. and IUC Iowa, LLC.
3. The name of the surviving limited liability company is IUC Iowa, LLC.
4. The effective date of the merger is June 28, 2006.
5. The executed Agreement of Merger is on file at 100 West Sixth Street, Media, Pennsylvania, 19063, the principal place of business of the surviving limited liability company.
6. A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, this 27th day of June, 2006.

By: 
Authorized Person

Name: W. H. Muller
Print or Type

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Jun-27-08 12:27pm From-

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>RJE Telecom, Inc.</u>	<u>Florida</u>	<u>corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>IUC Iowa, LLC</u>	<u>Delaware</u>	<u>limited liability company</u>

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida

Department of State
June 28, 2006

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

100 West Sixth Street

Suite 300

Media, PA 19063

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43593, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.161, F.S.:

Street address: 100 West Sixth Street

Suite 300

Media, PA 19063

Mailing address: 100 West Sixth Street

Suite 300

Media, PA 19063

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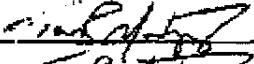
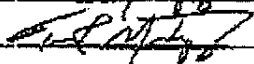
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
RJE Telecom, Inc.		Terence R. Montgomery
IUC Iowa, LLC		Terence R. Montgomery

Corporations:**General Partnerships:****Florida Limited Partnerships:****Non-Florida Limited Partnerships:****Limited Liability Companies:****Chairman, Vice Chairman, President or Officer***(If no directors selected, signature of incorporator.)*

Signature of a general partner or authorized person

Signatures of all general partners

Signature of a general partner

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

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TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

Between
IUC Iowa, LLC
(a Delaware limited liability company)
And
RJE Telecom, Inc.
(a Florida corporation)

This Agreement and Plan of Merger (this "Agreement"), dated June 27, 2006 and, as between the parties, effective June 28, 2006, is by and between IUC Iowa, LLC, a Delaware limited liability company ("IUC"), and RJE Telecom, Inc., a Florida corporation ("RJE Telecom"), which companies are sometimes hereinafter collectively called the "Constituent Entities."

WITNESSETH:

WHEREAS, IUC is a limited liability company duly organized and existing under the laws of the State of Delaware, with an address of 100 West Sixth Street, Suite 300, Media, Pennsylvania, 19063, having been formed on July 14, 2004; and

WHEREAS, RJE Telecom is a corporation duly organized and existing under the laws of the State of Florida, with an address of 100 West Sixth Street, Suite 300, Media, Pennsylvania, 19063, having been incorporated on January 30, 1989; and

WHEREAS, IUC and RJE Telecom are each an indirect, wholly-owned subsidiary of InfraSource Incorporated, a Delaware corporation ("InfraSource"); and

WHEREAS, InfraSource desires IUC and RJE Telecom to merge; and

WHEREAS, the sole Member of IUC and the sole Director and sole Stockholder of RJE Telecom have approved this Agreement;

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein contained, the parties hereto agree as follows:

ARTICLE I

MERGER, SURVIVING CORPORATION AND EFFECTIVE DATE

1. Effective as of June 28, 2006 (the "Effective Date"), RJE Telecom shall merge with and into IUC, with IUC as the surviving entity (herein as such called the "Surviving Entity"), and without any other action on the part of the Constituent Entities or InfraSource.

2. IUC, as the Surviving Entity, shall continue its existence under the laws of the State of Delaware, and the Member of IUC shall continue as the Member of the Surviving Entity. On the Effective Date, the separate existence of RJE Telecom shall cease.

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**ARTICLE II
CERTIFICATE OF FORMATION AND OPERATING AGREEMENT
OF THE SURVIVING ENTITY**

1. The Certificate of Formation of IUC shall be the Certificate of Formation of the Surviving Entity until altered, amended or repealed in accordance with the provisions thereof and of applicable law.

2. The Operating Agreement of IUC shall be the Operating Agreement of the Surviving Entity until altered, amended or repealed in accordance with the provisions thereof and of applicable law.

**ARTICLE III
TREATMENT OF SHARES OF RJE TELECOM**

On the Effective Date, each share of RJE Telecom Common Stock, shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled.

**ARTICLE IV
TREATMENT OF MEMBER INTEREST IN IUC**

Notwithstanding this Agreement and Plan of Merger, there will be no change in the member interests of IUC, which will continue to be held by InfraSource Underground Services, Inc., its sole member.

**ARTICLE V
AMENDMENTS AND TERMINATION**

1. The Member and Director of the Constituent Entities, acting in their discretion, and for any reason, may terminate this Agreement at any time before the Effective Date, notwithstanding approval of this Agreement by the stockholder or member of either of the Constituent Entities.

2. In the event of termination of this Agreement as above provided, this Agreement shall become wholly void and of no effect, and there shall be no liability on the part of either the Constituent Entities, or their respective Member, Director, or stockholder.

**ARTICLE VI
FURTHER ASSURANCES**

The Constituent Entities hereto agree that from time to time and as and when requested by the Surviving Entity, or by its successors or assigns, to the extent permitted by law, the Member and officers of the Surviving Entity are fully authorized in the name of RJE Telecom to execute and deliver all such deeds, assignments, confirmations, assurances and other instruments and to take or cause to be taken all such further action as the Surviving Entity may deem necessary or desirable in order to vest, perfect, confirm or assure the Surviving Entity title

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to and possession of all property, rights, privileges, powers and franchises of the Constituent
Entities and otherwise to carry out the intent and purposes of this Agreement.

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TALLAHASSEE, FLORIDA

ARTICLE VII
COUNTERPARTS

This Agreement may be executed in one or more counterparts, each of which
when so executed shall be deemed to be an original, and such counterparts shall together
constitute but one and the same instrument.

IN WITNESS WHEREOF, each party to this Agreement has caused this
Agreement to be executed by its duly authorized representative as of the day and year first above
written.

IUC Iowa, LLC
(a Delaware limited liability company)

By: 
Name: William H. Muller
Title: Assistant Secretary

RJE Telecom, Inc.
(a Florida corporation)

By: 
Name: William H. Muller
Title: Assistant Secretary

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