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ACCOUNT NO. : 072100000032

REFERENCE : 732917 5030276

AUTHORIZATION :

*Patricia Pignato*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 15 PM 4:13

ORDER DATE : June 15, 2000

ORDER TIME : 2:07 PM

ORDER NO. : 732917-005

CUSTOMER NO: 5030276

500003293115--1

CUSTOMER: Nancy J. Damon, Corp Spec.  
MASTEC, INC.  
MASTEC, INC.  
3155 Nw 77th Ave.

Miami, FL 33122

DOMESTIC FILING

NAME: GMR HOLDING CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Pollye Janisse - EXT. 1154

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL

*Patricia Pignato*

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF  
GMR HOLDING CORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GMR HOLDING CORPORATION

The address of the principal office of this corporation shall be 3155 Northwest 77th Avenue, Miami, Florida 33122, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Carmen Sabater	3155 Northwest 77th Avenue
Director	Miami, Florida 33122

Joel-Tomas Citron	3155 Northwest 77th Avenue
Director	Miami, Florida 33122

Austin Shanfelter	3155 Northwest 77th Avenue
Director	Miami, Florida 33122

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Jose Sariego, President	3155 Northwest 77th Avenue
President	Miami, Florida 33122
Pablo Alvarez	3155 Northwest 77th Avenue
Vice President	Miami, Florida 33122
Carmen Sabater	3155 Northwest 77th Avenue
Vice President/Treasurer	Miami, Florida 33122
Nancy J. Damon	3155 Northwest 77th Avenue
Secretary	Miami, Florida 33122

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on June 15, 2000

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JUN 15 PM 4:13

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap  
Its Agent, Laura R. Dunlap

DKS/pej