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ACCOUNT NO. : 072100000032

REFERENCE : 092983 5030276

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : January 8, 1999

ORDER TIME : 2:47 PM

ORDER NO. : 092983-005

CUSTOMER NO: 5030276

600002737486--1

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

Miami, FL 33122

DOMESTIC FILING

NAME: MASTEC INTERNATIONAL HOLDINGS
II, INC.

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: Janice Vanderslice

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 AM 10:21

RECEIVED
99 JAN 11 4:42
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 11 AM 10:21

ARTICLES OF INCORPORATION
OF
MASTEC INTERNATIONAL HOLDINGS II, INC.

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:

MASTEC INTERNATIONAL HOLDINGS II, INC.

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 1000 shares of common stock having \$0.01 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 one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Jorge Mas
Dir.

3155 Northwest 77th Avenue
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:

Henry N. Adorno	3155 Northwest 77th Avenue
Pres.	Miami, Florida 33122

Jose M. Sariago	Same
VP/Asst. Sec.	

Carmen Sabater	Same
VP/Asst. Sec.	

Pablo Alvarez	Same
VP/Asst. Sec.	

Nancy J. Damon	Same
Sec.	

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 January 11, 1999.

CORPORATION SERVICE COMPANY

By: Loren B. Kzar

99 JAN 11 AM 10:21
GNATED

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.

By ~~the~~

DKS/jsv