

P99000003074

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
02 DEC 31 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JAN - 2 2003

Merger



ACCOUNT NO. : 072100000032

REFERENCE : 876213 5030276

AUTHORIZATION :

COST LIMIT : \$ 70.00.

Patricia Pigott

ORDER DATE : December 31, 2002

ORDER TIME : 12:33 PM

ORDER NO. : 876213-005

CUSTOMER NO: 5030276

CUSTOMER: Ellen R. Widom
Mastec, Inc.
3155 Nw 77th Ave.

Miami, FL 33122

ARTICLES OF MERGER

MASTEC INTERNATIONAL HOLDINGS
II, INC.

INTO

MASTEC ASSET MANAGEMENT
COMPANY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156
EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

MASTEC INTERNATIONAL HOLDINGS II, INC., a Florida entity, P99000003074

INTO

MASTEC ASSET MANAGEMENT COMPANY, INC., a Nevada entity not
qualified in Florida.

File date: December 31, 2002

Corporate Specialist: Teresa Brown

Account number: 072100000032

Amount charged: 70.00

ARTICLES OF MERGER
(Profit Corporations)

FILED
02 DEC 31 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MasTec Asset Management Company, Inc.	Nevada	C31316-2002

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MasTec International Holdings II, Inc.	Florida	P99000003074

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/20/02

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/20/02

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

MasTec International

Holdings II, Inc.

Mastec Asset

Management Company, Inc.

Steven E. Davis, Ass't Secretary

Steven E. Davis, Secretary

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

MasTec Asset Management Company, Inc.

Nevada

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

MasTec International Holdings II, Inc.

Florida

Third: The terms and conditions of the merger are as follows:

See additional sheets attached.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See additional sheets attached.

(Attach additional sheets if necessary)

**PLAN AND ARTICLES OF MERGER
OF
MASTEC INTERNATIONAL HOLDINGS II, INC.
A FLORIDA CORPORATION,
INTO
MASTEC ASSET MANAGEMENT COMPANY, INC.
A NEVADA CORPORATION**

THE UNDERSIGNED CORPORATIONS DO HEREBY CERTIFY:

FIRST: The name and state of Incorporation of each of the constituent corporations (the "Constituent Corporations") of the merger (the "Merger") is as follows:

NAME	STATE OF INCORPORATION
MasTec Asset Management Company, Inc. 3155 NW 77th Avenue Miami, Florida 33122	Nevada
MasTec International Holdings II, Inc. 3155 NW 77th Avenue Miami, Florida 33122	Florida

SECOND: That an Agreement and Plan of Merger (the "Merger Agreement") between the parties to the Merger has been approved and adopted, by the board of directors and the sole shareholder of each of the Constituent Corporations in accordance with the requirements of Florida law and that upon filing this document with the Secretary of State of Florida, the Merger shall be effective (the "Effective Time").

THIRD: The surviving corporation of the Merger is MasTec Asset Management Company, Inc. a Nevada corporation (the "Surviving Corporation").

FOURTH: The terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Corporations is as follows:

(a) Corporate Existence

(1) From and after the Effective Time, MasTec Asset Management Company, Inc. ("MAM") as the Surviving Corporation shall continue its existence as a Nevada corporation and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Corporations; (ii) all debts due to either of the Constituent Corporations, on whatever account, all causes in action and all other things belonging to either of the Constituent Corporations shall be taken and deemed to be transferred to and shall be vested in the Surviving Corporation by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of

any jurisdiction, in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

(2) From and after the Effective Time, (i) the Articles of Incorporation and Bylaws of MAM, as existing immediately prior to the Effective Time, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation subject to amendments adopted herein, if any, and any subsequent amendments; and (ii) the officers and directors of the Surviving Corporation holding office immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation, each to serve subject to the Surviving Corporation's Articles of Incorporation and Bylaws.

(b) Conversion of Securities

Each share of MasTec International Holdings II, Inc. (the "Merged Corporation") common stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist. Each share of the Surviving Corporation common stock issued and outstanding upon the Effective Time, shall remain issued and outstanding as in effect immediately prior to the Merger.

FIFTH: Voting results for the Merger are as follows:

- (a) MasTec International Holdings II, Inc., the Merged Corporation - The Merger Agreement was submitted to and approved by the sole shareholder and board of directors of the Merged Corporation by unanimous written consent, dated December 20, 2002, and 100% of the issued and outstanding common stock of the Merged Corporation voted for the Merger and the Merger Agreement, resulting in the approval of the Merger and Merger Agreement.
- (b) Mastec Asset Management Company, Inc., the Surviving Corporation - The Merger Agreement was submitted to and approved by the sole shareholder and board of directors of the Surviving Corporation by unanimous written consent, dated December 20, 2002, and 100% of the issued and outstanding common stock of the Surviving Corporation voted for the Merger and the Merger Agreement, resulting in the approval of the Merger and Merger Agreement.

SIXTH: The Merger Agreement, dated December 20, 2002, by and between the Constituent Corporations, is on file at the principal place of business of MasTec Asset Management Company, Inc. at 3155 NW 77th Avenue, Miami, Florida 33122, and will be furnished on request without cost to any shareholder of either of the Constituent Corporations which are parties hereto.


SEVENTH: Upon this Merger becoming effective, the Surviving Corporation acknowledges that it is deemed, under Florida law:

(a) To appoint the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation party to the Merger or share exchange; and

(b) To agree that it will promptly pay to the dissenting shareholders of each domestic corporation party to the Merger or share exchange the amount, if any, to which they are entitled under Nevada statutes.

Mastec Asset Management Company, Inc. MasTec International Holdings II, Inc., a
a Nevada corporation Florida corporation

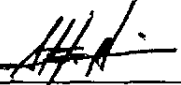
By: 
Steven E. Davis, Secretary

By: 
Steven E. Davis, Assistant Secretary

CERTIFICATE OF SECRETARY

This Plan and Agreement has been approved by the sole shareholder of MasTec International Holdings II, Inc., a Florida corporation, at a special meeting of the sole shareholder, called for such purpose.

MasTec International Holdings II, Inc.

By: 
Print Name: Steven E. Davis
Its Secretary