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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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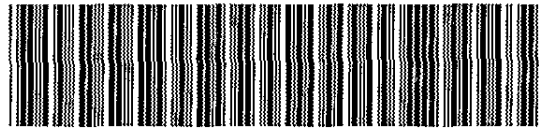
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01/21/03--01080--015 **43.75

Amended & Restated

RECEIVED
01/21 PM 1:45
TALLAHASSEE, FLORIDA

FILED
03 JAN 21 PM 2:18
TALLAHASSEE, FLORIDA

AOR
1/27/03

CT CORPORATION SYSTEM

January 21, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5771788 SO
Customer Reference 1: 067840/1
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Orius Corp. (FL)
Misc - Domestic Corporate Filing - File Fourth Amended and Restated Certificate
of Incorporation
Florida

Please FILE FIRST and return a certified copy along with regular evidence.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

FOURTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ORIUS CORP.

FILED
03 JAN 21 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Orius Corp. (the "Corporation")
2. The original Certificate of Incorporation was filed with the Secretary of State of Florida on July 26, 1999.
3. This Restated Certificate of Incorporation, which amends and restates the Third Amended and Restated Certificate of Incorporation as filed with the Secretary of State of Florida on August 7, 2001, is being filed pursuant to the Corporation's reorganization plan, dated as of October 18, 2002, and confirmed on January 13, 2003, by the United States Bankruptcy Court for the Northern District of Illinois Eastern Division (as such plan may be amended, supplemented, or modified from time to time (the "Reorganization Plan")), and was duly adopted without any requirement of further action of the security holders (including the stockholders) of the Corporation in accordance with the provisions of sections 607.1008 of the Florida Business Corporation Act.
4. The text of the Certificate of Incorporation of the corporation is hereby amended and restated so as to read in its entirety as follows:

ARTICLE ONE: The name of the Corporation is Orius Corp. (the "Corporation").

ARTICLE TWO: The principal office and mailing address for the Corporation is 1401 Forum Way, Suite 400, West Palm Beach, Florida 33401. The address of the registered office of the Corporation is 1200 S. Pine Island Road, Plantation, Florida 33324, and the name of the registered agent of the Corporation at such address is CT Corporation System.

ARTICLE THREE: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE FOUR: The aggregate number of shares of stock which the Corporation shall have authority to issue is twenty-five million (25,000,000) shares,

all such shares shall be Common Stock, each share having a par value of one cent (\$0.01). All previously issued and outstanding shares of Orius Common Stock, par value \$0.01 per share, Orius Series C Preferred Stock, par value \$0.01 per share, Orius Series D Preferred Stock, par value \$0.01 per share, Orius Series E Preferred Stock, par value \$0.01 per share and Orius Series F Preferred Stock, par value \$0.01 per share, are hereby cancelled and retired and hereby cease to exist pursuant to Section 5.5 of the Reorganization Plan.

ARTICLE FIVE: The Corporation shall not issue any nonvoting equity securities to the extent prohibited by section 1123 of title 11 of the United States Code (the "Bankruptcy Code") as in effect on the effective date of the Reorganization Plan; provided, however, that this ARTICLE FIVE (a) will have no further force and effect beyond that required under section 1123 of the Bankruptcy Code, (b) will have such force and effect, if any, only for so long as such section of the Bankruptcy Code is in effect and applicable to the Corporation, and (c) in all events may be amended or eliminated in accordance with such applicable law as from time to time may be in effect.

ARTICLE SIX: The Corporation is to have perpetual existence.

ARTICLE SEVEN: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

ARTICLE EIGHT: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

ARTICLE NINE: Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the Florida Business Corporation Act) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

ARTICLE TEN: To the fullest extent permitted by the Florida Business Corporation Act as the same exists or may hereafter be amended, no director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE TEN shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE ELEVEN: The Corporation expressly elects not to be governed by Florida Statutes Section 607.0901, as amended, concerning affiliated transactions.

ARTICLE TWELVE: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed this
Certificate of Incorporation this 21st day of January, 2003.

ORIUS CORP.

By: Ronald L. Blake

Name: Ronald L. Blake

Title: President