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BASIC AMENDMENT

ABLE TELCOM HOLDING CORP.

Certificate of Status	0
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Art. of Correction

9-29-00

DC

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**ARTICLES OF CORRECTION  
TO THE ARTICLES OF INCORPORATION  
OF  
ABLE TELCOM HOLDING CORP.**

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**(Pursuant to Section 607.0124 of the  
Florida Business Corporation Act)**

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00 SEP 28 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0124 of the Florida Business Corporation Act (the "FBCA"), Able Telcom Holding Corp. (the "Company") hereby submits these Articles of Correction.

1. The name of the Company is Able Telcom Holding Corp.
2. The document to be corrected is the Articles of Amendment to the Company's Articles of Incorporation, as amended, filed on September 14, 2000 (the "Amendment").
3. The Amendment contains the following inaccuracies:
  - A. In Paragraph 3, Part E, section (3)(b), the following paragraph:

(b) For purposes of this Section 3, a liquidation, dissolution or winding up of the Company shall be deemed to be occasioned by, or to include (A) the acquisition of the Company by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) that results in the transfer of fifty percent (50%) or more of the outstanding voting power of the Company; or (B) a sale of all or substantially all of the assets of the Company (each a "Liquidation Event").

was inadvertently substituted, as the result of a clerical error, for the following paragraph, which is intended to appear in the paragraph and should replace the existing Paragraph 3, Part E, section (3)(b) in its entirety:

(b) For purposes of this Section 3, a liquidation, dissolution or winding up of the Company (a "Liquidation Event") shall be deemed to be occasioned by, or to include (A) the acquisition of the Company by another entity by means of any transaction or series of

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related transactions (including, without limitation, any reorganization, merger or consolidation) that results in the transfer of fifty percent (50%) or more of the outstanding voting power of the Company; or (B) a sale of all or substantially all of the assets of the Company, but shall exclude the transactions contemplated by the Agreement and Plan of Merger dated as of August 23, 2000 among Bracknell Corporation, Bracknell Acquisition Corporation and the Company (the "Merger Agreement").

B. In Paragraph 3, Part E, Section (5)(a), the following paragraph:

(a) Right to Convert. Each share of Series E Preferred Stock shall be convertible, at the option of the holder thereof for so long as such share is outstanding, at any time after the earlier to occur of (i) the effective date of the Agreement and Plan of Merger between the Company and Bracknell Corporation executed on or about August 23, 2000 (the "Merger Agreement"), OR (ii) the termination date of the Merger Agreement, at the office of the Company or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Series E Liquidation Price by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The initial Conversion Price per share for shares of Series E Preferred Stock shall be US\$10.01.

was inadvertently substituted, as a result of clerical error, for the following paragraph, which is intended to appear in the paragraph and should replace the existing Paragraph 3, Part E, Section (5)(a) in its entirety:

(a) Right to Convert. Each share of Series E Preferred Stock shall be convertible, at the option of the holder thereof for so long as such share is outstanding, at any time after the date of issuance of such share, but in any event not prior to the Effective Time (as defined in the Merger Agreement) or the termination date of the Merger Agreement, at the office of the Company or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Series E Liquidation Price by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The initial Conversion Price per share for shares of Series E Preferred Stock shall be US\$10.01.

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IN WITNESS WHEREOF, the Company has caused the foregoing Articles of Correction to be signed on September 28, 2000 by its attorney in fact.

ABLE TELCOM HOLDING CORP.

By: 

Jeffrey M. McFarland  
Foley & Lardner  
Attorney-in-fact

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**POWER OF ATTORNEY**

Know all men by these presents that Able Telcom Holding Corp. has constituted, made and appointed, and by these presents, does constitute, make and appoint Jeffrey McFarland, Esq. to be its true and lawful attorney-in-fact on its behalf to execute the "Articles of Correction to the Articles of Incorporation of Able Telcom Holding Corp." dated September 28, 2000 that are appended hereto (the "Articles of Correction"), to file the Articles of Correction with the Office of the Secretary of State of the State of Florida, and to execute any and all documents and to take any and all other actions as said attorney-in-fact shall deem necessary and advisable in his discretion to accomplish the foregoing.

Able Telcom does hereby ratify and confirm all that said attorney-in-fact has done prior to the date hereof and hereby ratifies and confirms all that said attorney-in-fact shall do or cause to be done by virtue of this power of attorney.

This power of attorney is a special power of attorney coupled with an interest and shall be effective as of the date hereof, as set forth below, until the effective filing of the Articles of Correction with the Office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, I have caused this power of attorney to be duly executed and sworn to on my behalf, this 28th day of September, 2000.

ABLE TELCOM HOLDING CORP.

By: Name: Billy V. ReganTitle: Chairman & CEO

Signed, sealed and delivered  
in the presence of:



Unofficial Witness

and notarized by the undersigned  
on the 28 day of September, 2000.



Notary Public

DAVID J. SACK  
Notary Public State of New York  
No. 025A5059790  
Qualified in Queens County  
Commission Expires May 6, 2002  
2.052

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