

S50452

FOLEY & LARDNER

FILED

BRUSSELS  
CHICAGO  
DENVER  
DETROIT  
JACKSONVILLE  
LOS ANGELES  
MADISON  
MILWAUKEE

ATTORNEYS AT LAW  
300 EAST PARK AVENUE  
TALLAHASSEE, FLORIDA 32301-1514  
TELEPHONE: (850) 222-6100  
FACSIMILE: (850) 561-6475

00 DEC 22 PM 3:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORLANDO  
SACRAMENTO  
SAN DIEGO  
SAN FRANCISCO  
TALLAHASSEE  
TAMPA  
WASHINGTON, D.C.  
WEST PALM BEACH

WRITER'S DIRECT LINE  
850-222-6100

EMAIL ADDRESS  
nstrickland@foleylaw.com

CLIENT/MATTER NUMBER  
68020-0101

December 22, 2000

VIA HAND DELIVERY

800003511688--0  
-12/22/00--01034--006  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Florida Secretary of State  
Division of Corporations, Amendments Section  
409 East Gaines Street  
Tallahassee, FL 32399

**Re: Able Telcom Holding Corp.; Document No. S50452  
Amended and Restated Articles of Incorporation**

Dear Sir or Madam:

This firm represents Able Telecom Holding Corp. and, as part of that representation, have been instructed to file with you the enclosed Amended and Restated Articles of Incorporation which includes the company's change of registered agent. Also enclosed you will find a check in the amount of \$43.75 to cover the cost of filing and a certified copy of the filed document. Please contact me or my assistant when the copy is ready to be picked up. Should you have any questions regarding this transaction, please do not hesitate to contact me.

Amend + Restate  
12-22-00  
NWS

Sincerely,



N. Wes Strickland

Enclosures

RECEIVED  
00 DEC 22 AM 11:34  
DIVISION OF CORPORATION

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

ABLE TELCOM HOLDING CORP.  
a Florida Corporation

**FILED**

00 DEC 22 PM 3:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. The name of the Corporation is Able Telcom Holding Corp. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of Delaware on May 3, 1991 and have been subsequently amended.

B. Pursuant to Section 607.1003, 607.1004, 607.1006 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), these Amended and Restated Articles of Incorporation restate, integrate and amend the provisions of the Articles of Incorporation, as amended, of this corporation.

C. The Board of Directors of the corporation duly adopted a resolution proposing and declaring advisable the Amended and Restated Articles of Incorporation described herein in connection with the filing of Articles of Merger with the Secretary of State of the State of Florida on December 22, 2000 under Sections 607.1101, 607.1103 and 607.1105 of the FBCA, and the Corporation's sole shareholder duly adopted such amendments in accordance with Sections 607.1006 and 607.1103 of FBCA. The number of votes cast for the amendment by the sole shareholder was sufficient for approval.

D. The provisions for the exchange, reclassification and cancellation of shares issued prior to the date hereof are contained in the Articles of Merger filed December 22, 2000.

E. The text of the Articles of Incorporation is hereby amended and restated in its entirety to read as follows:

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

ABLE TELCOM HOLDING CORP.

Pursuant to Section 607.0202 of the  
Florida Business Corporation Act

FIRST: The corporate name for the Corporation (hereinafter called the "Corporation") is: Able Telcom Holding Corp.

SECOND: The street address, wherever located, of the principal office of the Corporation is: c/o Bracknell Corporation, 150 York Street, Suite 1506, Toronto, Ontario M5H 3S5.

The mailing address, wherever located, of the Corporation is: c/o Bracknell Corporation, 150 York Street, Suite 1506, Toronto, Ontario M5H 3S5

THIRD: The number of shares that the Corporation is authorized to issue is 100, all of which are of a par value of \$0.01 each and are of the same class and are Common Stock (the "Common Stock").

FOURTH: The street address of the registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the president of the Corporation and is made a part of these Articles of Incorporation.

FIFTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SIXTH: The purposes for which the Corporation is organized are as follows:

To engage in any lawful business for which Corporations may be organized under the Florida Business Corporation Act.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.


SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: Whenever the Corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Corporation has caused the foregoing Amended and Restated Articles of Incorporation to be signed on December 22, 2000.

ABLE TELCOM HOLDING CORP.

By:   
Name: John Naccarato  
Title: President

\* \* \*

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: \_\_\_\_\_

Date: December 22, 2000

IN WITNESS WHEREOF, the Corporation has caused the foregoing Amended and Restated Articles of Incorporation to be signed on December 22, 2000.

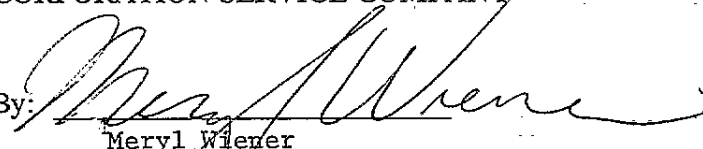
ABLE TELCOM HOLDING CORP.

By: \_\_\_\_\_  
Name: John Naccarato  
Title: President

\* \* \*

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By:   
Meryl Wiener  
Customer Specialist

Date: December 22, 2000