

SS0452



ACCOUNT NO. : 072100000032

REFERENCE : 166536 4311859

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 78.75

ORDER DATE : May 29, 2001

ORDER TIME : 11:38 AM

ORDER NO. : 166536-005

CUSTOMER NO: 4311859

CUSTOMER: Shawn Bannister, Legal Asst
Torys
237 Park Avenue
20th Floor
New York, NY 10017

*Merge &
Name Change*

EFFECTIVE DATE
5/31/01

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 30 PM 12:07
TO BE FILED
SUFFICIENCY OF FILING

ARTICLES OF MERGER

NATIONWIDE ELECTRIC, INC.

3000004334443--8

INTO

ABLE TELCOM HOLDING CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

130/01
FILED
01 MAY 30 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

NATIONWIDE ELECTRIC, INC., a Delaware corporation not authorized to
transact business in Florida

INTO

ABLE TELCOM HOLDING CORP. which changed its name to

BRACKNELL CORPORATION (USA), INC., a Florida entity, S50452

File date: May 30, 2001, effective May 31, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 78.75

5/31/01

FILED
01 MAY 30 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
NATIONWIDE ELECTRIC, INC.
a Delaware Corporation
AND
ABLE TELCOM HOLDING CORP.
a Florida Corporation

To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business corporation herein named do hereby submit the following Articles of Merger.

1. The names of the undersigned corporations are Nationwide Electric, Inc., a Delaware corporation, and Able Telcom Holding Corp., a Florida corporation.
2. The name of the surviving corporation is Able Telcom Holding Corp., a Florida corporation (the "Surviving Corporation"), which will continue its existence as said surviving corporation under the name Bracknell Corporation (USA), Inc. upon the effective date of the merger pursuant to the laws of the State of Florida.
3. Annexed hereto as Exhibit I and made a part hereof is the Agreement and Plan of Merger (the "Plan of Merger") for merging Nationwide Electric, Inc. (the "Merging Corporation") with and into the Surviving Corporation.
4. The manner and basis of converting the shares of common stock of the Merging Corporation into shares of common stock of the Surviving Corporation are set forth in Section 6 of the Plan of Merger.
5. The merger of the Merging Corporation with and into the Surviving Corporation is permitted by the laws of the jurisdiction of organization of the Merging Corporation and is in compliance with said laws. The date of adoption of the Plan of Merger by the sole shareholder of the Merging Corporation was May 25, 2001.
6. The sole shareholder of the Surviving Corporation approved and adopted the aforesaid Plan of Merger by written consent given on May 25, 2001 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
7. The effective time and date of the merger herein provided for in the State of Florida shall be on May 31, 2001.

8. The Amendments to the Surviving Corporation's Articles of Incorporation set forth below were duly adopted on May 25, 2001 by the sole shareholder of the Corporation by written consent pursuant to Section 607.0704 of Florida Business Corporation Act. The number of votes cast for the Amendments by the sole shareholder was sufficient for approval of the Amendments.

9. Article First of the Surviving Corporation's Articles of Incorporation is hereby amended in its entirety as follows:

"The corporate name for the Corporation (hereinafter called the "Corporation") is: Bracknell Corporation (USA), Inc."

10. Article Second of the Surviving Corporation's Articles of Incorporation is hereby amended in its entirety as follows:

"The street address of the principal office of the Corporation and the mailing address of the Corporation is: 121 South 8th Street, Suite 1100, Minneapolis, Minnesota 55402."


11. Article Third of the Surviving Corporation's Articles of Incorporation is hereby amended in its entirety as follows:

"The number of shares that the Corporation is authorized to issue is 100,000,000, 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")."

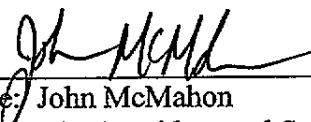
* * *

Executed: May 25, 2001

NATIONWIDE ELECTRIC, INC.

By: 
Name: John McMahon
Title: Vice President and Secretary

ABLE TELCOM HOLDING CORP.

By: 
Name: John McMahon
Title: Vice President and Secretary

AGREEMENT AND PLAN OF MERGER

OF

NATIONWIDE ELECTRIC, INC.

WITH AND INTO

ABLE TELCOM HOLDING CORP.

AGREEMENT AND PLAN OF MERGER approved on May 25, 2001 by the sole shareholder of Nationwide Electric, Inc. ("Nationwide"), a business corporation of the State of Delaware, and by its Board of Directors on said date, and approved on May 25, 2001 by the sole shareholder of Able Telcom Holding Corp. ("Able"), a business corporation of the State of Florida, and by its Board of Directors on said date. Bracknell Corporation, a business corporation of the Province of Ontario, Canada is the sole stockholder of each of the merging corporations.

1. Nationwide shall, pursuant to the provisions of the Delaware General Corporation Law and Florida Business Corporation Act, be merged with and into a single corporation (the "Merger"), to wit, Able, which shall be the surviving corporation upon the effective date of the Merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as the Surviving Corporation under the name Bracknell Corporation (USA), Inc. pursuant to the provisions of the Florida Business Corporation Act. The effective date of the Merger shall be May 31, 2001 (the "Effective Date"). The separate existence of Nationwide, which is sometimes hereinafter referred to as the "Merging Corporation," shall cease upon the Effective Date in accordance with the provisions of the Delaware General Corporation Law.

2. The articles of incorporation of Able upon the Effective Date of the Merger (as amended in the manner set forth in Section 3 hereof) shall be the articles of incorporation of the Surviving Corporation, and said articles of incorporation shall continue in full force and effect until amended and changed as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The Articles of Incorporation of Able are to be amended and changed by reason of the merger herein certified by striking out Articles 1, 2 and 3 thereof, relating to the name, address and the authorized capital stock of the Surviving Corporation, and by substituting in lieu thereof the following articles:

"FIRST: The corporate name for the Corporation (hereinafter called the "Corporation") is: Bracknell Corporation (USA), Inc."

"SECOND: The street address of the principal office of the Corporation and the mailing address of the Corporation is: 121 South 8th Street, Suite 1100, Minneapolis, Minnesota 55402."

"**THIRD:** The number of shares that the Corporation is authorized to issue is 100,000,000, 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")."

4. The by-laws of Able upon the Effective Date of the Merger will be the by-laws of the Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

5. The directors and officers of Able upon the Effective Date of the Merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, respectively, upon the effectiveness of the Merger, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

6. The issued shares of the Merging Corporation shall, upon the Effective Date, be converted into 33,000,000 shares of Common Stock of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the Effective Date shall continue to represent one issued share of the Surviving Corporation.

7. The merger of the Merging Corporation with and into the Surviving Corporation shall be authorized, and the Agreement and Plan of Merger herein made and approved shall be submitted to the sole shareholder of the Merging Corporation and of the Surviving Corporation for its approval or rejection, all in the manner prescribed by the provisions of the Florida Business Corporation Act and Delaware General Corporation Law, as the case may be.

8. In the event that the Agreement and Plan of Merger shall have been approved by the sole shareholder of the Merging Corporation and of the Surviving Corporation in the manner prescribed by the provisions of the Florida Business Corporation Act and the Delaware General Corporation Law, as the case may be, the Merging Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

9. The Board of Directors and the proper officers of the Merging Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the Merger herein provided for.

10. The Surviving Corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Nationwide, as a terminating corporation, as well as for enforcement of any obligation of the

Surviving Corporation arising from the Merger herein provided for, including any suit or other proceedings to enforce the right of any shareholders of Nationwide as and when determined in an appraisal proceeding pursuant to the provisions of Section 262 of the Delaware General Corporation Law. The Surviving Corporation does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings, and does hereby specify the following address outside of the State of Delaware to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware.

Bracknell Corporation (USA), Inc.
121 South 8th Street
Suite 1100
Minneapolis, Minnesota 55402

11. The Merger shall become effective as to the Merging Corporation in accordance with the Delaware General Corporation Law and as to the Surviving Corporation in accordance with the Florida Business Corporation Act.


12. Notwithstanding the full authorization of the Merger herein provided for, the Merger may be abandoned (by the Board of Directors of Able or the Board of Directors of Nationwide) at any time prior to its effective date.

13. This Agreement and Plan of Merger may be executed in counterparts, each of which shall be an original and all of which taken together shall be deemed to constitute one and the same instrument.


* * *

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been duly executed by the parties hereto as of the 25th day of May, 2001.

NATIONWIDE ELECTRIC, INC.

By: 
Name: John McMahon
Title: Vice President and Secretary

ABLE TELCOM HOLDING CORP.

By: 
Name: John McMahon
Title: Vice President and Secretary