

Filing Fee: \$20.00

ID Number: 124812



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1(1)

- 1. The name of the corporation is SPALJ CONSTRUCTION COMPANY
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: 30 Lawn Street, Providence, RI 02908
3. The address of the NEW registered office is: Suite 900, 170 Westminster Street, Providence, RI 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: Capitol Corporate Services, Inc.
5. The name of the NEW registered agent is: Corporation Service Company
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on (a date not prior to, nor more than 30 days after, filing this statement)
7. The change was authorized by resolution duly adopted by its board of directors. [Strike if inapplicable pursuant to Section 7-1.1-51(1).]

Date: NOV 18, 2002

SPALJ CONSTRUCTION COMPANY
Print Corporate Name
By Laura R. Dunlap

STATE OF Florida
COUNTY OF Leon

Laura R. Dunlap, Attorney in Fact

In Florida on this 18 day of November, 02, personally appeared before me Laura R. Dunlap who, being by me first duly sworn, declared that he/she is the Attorney in Fact of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

FILED

NOV 26 2002
BY [Signature] 295683
Form No. 640 Revised: 08/02

Cynthia L. Harris
Notary Public
My Commission Expires



Cynthia L. Harris
MY COMMISSION # CC821970 EXPIRES
May 16, 2003
BONDED THROUGH TROY FAIR INSURANCE, INC.

STATE OF TEXAS
COUNTY OF HARRIS

LIMITED POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Dana A. Gordon, the Vice President Secretary & General Counsel of Quanta Services, Inc. ("the Company"), a Corporation established under the laws of Delaware, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Patricia Pizzuto and Laura R. Dunlap attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Limited Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Laura R. Dunlap shall exercise the power of Vice President and Patricia Pizzuto shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Limited Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Dana A Gordon, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Limited Power of Attorney on this 10th day of October, 2002.

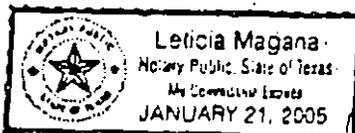
Quanta Services, Inc.

BY:

Dana A. Gordon
Dana A. Gordon

Vice President, Secretary & General Counsel

Subscribed and sworn to before me this 10th day of October, 2002.



Leticia Magana
Notary Public

Subsidiary List

Advanced Technologies and Installation Corporation
655 N. Glennville
Richardson, TX 75081

Airlan Telecom Services, L.P.
431 West Bedford-Eules Road, Suite F
Hurst, TX 76053

Allteck Line Contractors (USA), Inc.
4940 Still Creek Avenue
Burnaby, British Columbia
Canada V5C 4E4

Allteck Line Contractors, Inc.
4940 Still Creek Avenue
Burnaby, British Columbia
Canada V5C 4E4

Arby Construction, Inc.
19705 W. Lincoln Avenue
Berlin, WI 53146

Austin Trencher, Inc.
9250 FM 2243
Leander, TX 78641

Bradford Brothers, Inc.
11712 Statesville Road
Huntersville, NC 28078

Brown Engineering, LLC
1743 South Main
P.O. Box 831
Giddings, TX 78942

CCLC, Inc.
5 Johnson Drive, Suite 4
Raritan, NJ 08869

Coast to Coast, LLC
1441 Garden Highway
Yuba City, CA 95991

Communication Manpower, Inc.
1012 Main Street
Chipley, FL 32428

Computapole, Inc.
5776 Stoneridge Mall Road, Ste. 290
Pleasanton, CA 94588

Conti Communications, Inc.
5 Johnson Drive, Suite 4
Raritan, NJ 08869

Croce Electric Company, Inc.
2 Betty Street
Everett, MA 02149

Crown Fiber Communications, Inc.
800 Satellite Blvd.
Suwanee, GA 30024

Digco Utility Construction, L.P.
1608 Margaret Street
Houston, TX 77093

Dillard Smith Construction Company
4001 Industry Dr.
Chattanooga, TN 37416

Dot 05, LLC
24 Cook Street
Billerica, MA 01821

Driftwood Electrical Contractors, Inc.
2004 Stanford Road
Lancaster, KY 40444

Environmental Professional Associates, Limited
1441 Garden Highway
Yuba City, CA 95991

Five Points Construction Co.
5145 Industrial Way
Benicia, CA 94510

GEM Engineering Co., Inc.
2500 Wilcrest Dr., Ste. 100
Houston, TX 77042

Golden State Utility Co.
2007 West Tuolumne Rd.
Turlock, CA 95380

H.L. Chapman Pipeline Construction, Inc.
9250 FM 2243
Leander, TX 78641

Haines Construction Company
4616 Oil Patch Drive
Woodward, OK 73801

Intermountain Electric, Inc.
602 South Lipan Street
Denver, CO 80223

Irby Construction Company
817 S. State Street
Jackson, MS 39201

Lake Norman Pipeline, LLC
11712 Statesville Road
Huntersville, NC 28078

Lindsey Electric, L.P.
1608 Margaret Street
Houston, TX 77093

Lineco Leasing, LLC
9105 N. Division Street, Suite A
Spokane, WA 99218

Line Equipment Sales Co., Inc.
1890 Milford Street
Charleston, SC 29405

Manuel Bros., Inc.
908 Taylroville Road, Ste. 104
Grass Valley, CA 95949

Mears Canada Corp.
2322 A 5th Street
Nisku, Alberta
Canada T9E8J1

Mears Engineering, LLC
4500 N. Mssion Road
Rosebush, MI 48878

Mears Group, Inc.
4500 N. Mssion Road
Rosebush, MI 48878

Mears Services, LLC
4500 N. Mssion Road
Rosebush, MI 48878

Mears/CPG, LLC
4500 N. Mssion Road
Rosebush, MI 48878

Mears/HDD, LLC
4500 N. Mssion Road
Rosebush, MI 48878

Mearsmex S. de R.L. de C.V.
4500 N. Mssion Road
Rosebush, MI 48878

Mejia Personnel Services, Inc.
431 West Bedford-Eules Road, Suite F
Hurst, TX 76053

Metro Underground Services, Inc.
901 Batavia
Batavia, IL 60510

Mustang Line Contractors, Inc.
9105 N. Division Street, Suite A
Spokane, WA 99218

Network Communication Services, Inc.
1921 West Eleventh Street
Upland, CA 91786

Network Electric Company
5425 Louie Lane
Reno, NV 89511

North Houston Pole Line, L.P.
1608 Margaret Street
Houston, TX 77093

North Pacific Construction Co., Inc.
5145 Industrial Way
Benicia, CA 94510

North Sky Communications, Inc.
120 N.E. 136th Avenue
Vancouver, WA 98684

Northern Line Layers, Inc.
6780 Trade Center Ave.
Billings, MT 59101

Okay Construction Company, LLC
208 Rum River Drive
Princeton, MN 55371

P.D.G. Electric Company
4421 12th Street Court east
Bradenton, FL 34203

Pac West Construction, Inc.
1555 East St. Gertrude Place
Santa Ana, CA 92705

PAR Electrical Contractors, Inc.
4770 North Belleview Avenue, Ste. 300
North Kansas City, MO 64116

Parkside Site & Utility Company Corporation
123 King Philip Street
P.O. Box 19120
Johnston, RI 02919

Parkside Utility Construction Corp:
123 King Philip Street
P.O. Box 19120
Johnston, RI 02919

Potelco, Inc.
14103 8th Street East
Sumner, WA 98390

Professional Teleconcepts, Inc.
Route 12 South
P.O. Box 303
Norwich, NY 13815

Professional Teleconcepts, Inc.
Route 12 South
P.O. Box 303
Norwich, NY 13815

R.A. Waffensmith & Co., Inc.
2042 N. Kelty Rd.
P.o. Box 888
Franktown, CO 80116

Ranger Field Services, Inc.
200 Ida Road
Broussard, LA 70518

S.K.S. Pipeliners, LLC
19705 W. Lincoln Avenue
Berlin, WI 53146

Southeast Pipeline Construction, Inc.
245 N. Main Street
Jasper, GA 30143

Southwestern Communications, Inc.
15427 E. Fremont Drive
Englewood, CO 80112

Southwest Trenching Company, Inc.
1608 Margaret Street
Houston, TX 77093

Spalj Construction Company
22360 County Road 12
P.O. Box 428
Deerwood, MN 56444

Specialty Drilling Technology, Inc.
3775 Tosovsky Lane
Edwardsville, IL 62025

Sumter Utilities, Inc.
1151 North Pike west
Sumter, SC 29153

The Ryan Company, Inc.
60 Reservoir Park Drive
Rockland, MA 02370

Tjader, L.L.C.
P.O. Box 307
541 Industrial Blvd.
New Richmond, WI

TNS-VA, LLC
Route 12 South
P.O. Box 303
Norwich, NY 13815

Tom Allen Construction Company
3775 Tosovsky Lane
Edwardsville, IL 62025

Total Quality Management Services, LLC
1441 Garden Highway
Yuba City, CA 95991

Trans Tech Electric, L.P.
4601 Cleveland Road
South Bend, IN46628

Trawick Construction Company, Inc.
1555 South Blvd.
P.O. Box 1037
Chipley, FL 32428

TTM, Inc.
6135 Lakeview Road, Ste. 500
Charlotte, NC 28269

Underground Construction Co., Inc.
5145 Industrial Way
Benicia, CA 94510

Utilco, Inc.
905 Omega-Ty Ty Road
Tifton, GA 31794

VCI Telcom, Inc.
1921 West 11th Street
Upland, CA 91786

W. C. Communications, Inc.
1921 West Eleventh Street
Upland, CA 91786

W.H.O.M. Corporation
1441 Garden Highway
Yuba City, CA 95991