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FOREIGN PROFIT/NONPROFIT CORPORATION

Underground Solutions, Inc.

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Underground Solutions, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

April Bushhorn

(Name of Person)

Underground Solutions, Inc.

(Firm/Company)

78-080 Calle Estado, Suite 200

(Address)

La Quinta, CA 92253

(City/State and Zip code)

For further information concerning this matter, please call:

Stephen P. Stanczak

(Name of Person)

at (760) 690-3849

(Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Underground Solutions, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

UGSI, Inc.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 87-0457059

(FEI number, if applicable)

4. 12/14/04

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 13135 Danielson Street, Suite 201, Poway, CA 92064

(Principal office address)

78-080 Calle Estado, Suite 200, La Quinta, CA 92253

(Current mailing address)

8. Provides infrastructure technologies for water/wastewater applications and conduit applications.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Carrie Bay C T Corporation System

By:

(Registered agent's signature)

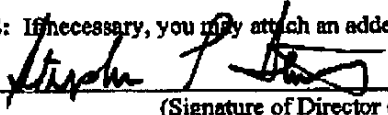
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORSChairman: Mark A. SmithAddress: 229 Howes RoadSarver, PA 16055Vice Chairman: Andrew D. SeidelAddress: 78-080 Calle Estado, Suite 200La Quinta, CA 92253Director: Stephen P. StanczakAddress: 78-080 Calle Estado, Suite 200La Quinta, CA 92253Director: Peter F. BlackAddress: 450 7th Avenue, Suite 509New York, NY 10123**B. OFFICERS**President: Andrew D. SeidelAddress: 78-080 Calle Estado, Suite 200La Quinta, CA 92253Vice President: Stephen P. StanczakAddress: 78-080 Calle Estado, Suite 200La Quinta, CA 92253Secretary: Stephen P. StanczakAddress: 78-080 Calle Estado, Suite 200, La Quinta, CA 92253Treasurer: Rajesh P. PatelAddress: 13135 Danielson Street, Suite 201, Poway, CA 92064

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Stephen P. Stanczak, Executive Vice President & Secretary

(Typed or printed name and capacity of person signing application)

A. DIRECTORS [Continued]Director : Harry HornishAddress: 19211 Panama City Beach Parkway, Suite 228Panama City Beach, FL 32413Director : Rod ParsleyAddress: Rockefeller Center, 620 Fifth AvenueNew York, NY 10020Director: David WongAddress: 555 Crestline DriveLos Angeles, CA 90049

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. _____

(Typed or printed name and capacity of person signing application)

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Delaware

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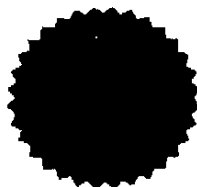
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNDERGROUND SOLUTIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF JUNE, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4827399

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DATE: 06-14-06