N9800001083



ACCOUNT NO. : 07210000032

REFERENCE :

971916 4341359

AUTHORIZATION :

COST LIMIT : \$ 390.00

ORDER DATE: September 23, 1998

ORDER TIME : 9:25 AM

ORDER NO. : 971916-005

CUSTOMER NO: 4341359

900002647909-

CUSTOMER: Mr. John E. Bruno

Kirkpatrick & Lockhart 1 International Place

13th Floor

Boston, MA 02110

NAME:

ASPHALT PRODUCTION ACQUISITION

LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY <u>(2)</u> PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

Asphalt Production Acquisition LLC

1.

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608,503, PLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

(Name of foreign limited liability company)							
2	Delaware	3.					
	(Jurisdiction under the law of which foreign company is organized)	limited liability	(FE) number, if applicable	e)			
4.	August 27, 1998	5.	*				
	(Date of Organization)		(Duration: Year limited liability comparexist or "perpetual")	y will cease to			
6.	UPON QUALIFICATION			<u></u>			
	(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)						
7.	Asphalt Production Acquisit	tion LLC, One	Spectacle Pond Road,				
	Littleton, Massachusetts 01	1460					
	(Street address of principal office)						
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)							
	NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:			
	Robert W. Pereira	MGRM	John W. Folcarelli	MGR			
	One Spectacle Pond F	Road	One Spectacle Pond Road	i 👝			
	Littleton, MA 01460	<u>)</u>	Littleton, MA 01460	(A)			
	Alfred S. Aponas	MGR	Charles E. Swain	MGR =			
	One Spectacle Pond F	Road	One Spectacle Pond Road				
	Littleton, MA 01460	<u>)</u>	Littleton, MA 01460	12: 21			
	Robert N. Jacobson	MGR					
	One Spectacle Pond I	Road	-				
	Littleton, MA 01460	<u>)</u>					

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Asphalt		
Production Acquisition LLCcertifies;		
1) the above named limited liability company has at least one member;		
2) the total amount of cash contributed by the member(s) is	\$	100 ;
3) if any, the agreed value of property other than cash contributed by member(s) is (A description of the property is attached and made a part hereto.) and	\$;
4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is (This total includes amounts from 2 and 3 above.)	\$ <u>8</u> 5	50,000
	TAL G	છ છ
Signature of a member or an authorized representative of a mem (In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)	Der Aussen in	FILED EP 24 FIIII
John E. Bruno, Esquire, Authorized Representative		
Typed or printed name of signee	7	4-

Filing Fee: \$250,00 for Application and Affidavit

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:	
Asphalt Production Acquisition LLC	
2. The name and the Florida street address of the registered agent and office are	»:
Corporation Service Company	رس . رس در این است شور
(Name)	SEP 24
Florida street address (P.O. Box NOT ACCEPTABLE)	FMIZ:
Tallahassee, FL 32301 City/State/Zip	12: 24 101:01-1

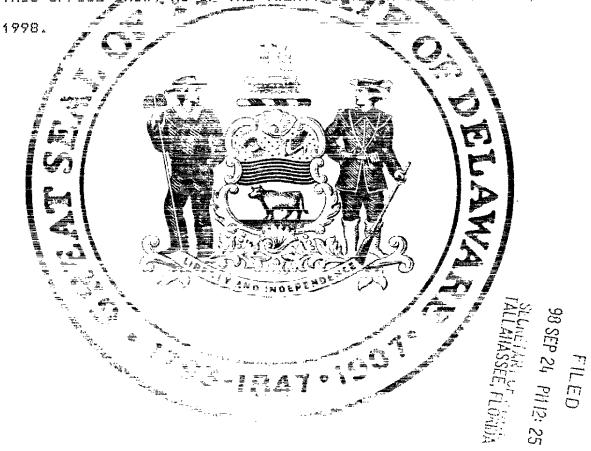
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.

By: Jy 5 Polluine, Ass'+UP
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASPHALT PRODUCTION ACQUISITION LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY—SEVENTH DAY OF AUGUST, A.D.





Edward J. Freel, Secretary of State

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981335945

AUTHENTICATION:

9274174

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E: 08-27-98