

M 98000001083



ACCOUNT NO. : 072100000032

REFERENCE : 971916 4341359

AUTHORIZATION :

Patricia Pigeto

COST LIMIT : \$ 390.00

ORDER DATE : September 23, 1998

ORDER TIME : 9:25 AM

ORDER NO. : 971916-005

CUSTOMER NO: 4341359

900002647909--8

CUSTOMER: Mr. John E. Bruno
Kirkpatrick & Lockhart
1 International Place
13th Floor
Boston, MA 02110

FOREIGN FILINGS

CM

FILED
98 SEP 24 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME: ASPHALT PRODUCTION ACQUISITION
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (2)
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

RECEIVED
98 SEP 24 AM 9:51
DIVISION OF CORPORATION

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Asphalt Production Acquisition LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. August 27, 1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Asphalt Production Acquisition LLC, One Spectacle Pond Road,
Littleton, Massachusetts 01460
(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:
<u>Robert W. Pereira</u>	<u>MGRM</u>	<u>John W. Folcarelli</u>	<u>MGR</u>
<u>One Spectacle Pond Road</u>		<u>One Spectacle Pond Road</u>	
<u>Littleton, MA 01460</u>		<u>Littleton, MA 01460</u>	
<u>Alfred S. Aponas</u>	<u>MGR</u>	<u>Charles E. Swain</u>	<u>MGR</u>
<u>One Spectacle Pond Road</u>		<u>One Spectacle Pond Road</u>	
<u>Littleton, MA 01460</u>		<u>Littleton, MA 01460</u>	
<u>Robert N. Jacobson</u>	<u>MGR</u>		
<u>One Spectacle Pond Road</u>			
<u>Littleton, MA 01460</u>			

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50 SEP 21 11:12:21
STATE OF FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Asphalt
Production Acquisition LLC certifies:

- 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 \$ 0 ;
(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 \$ 850,000 .
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member

(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.)

John E. Bruno, Esquire, Authorized Representative
Typed or printed name of signer

FILED
98 SEP 24 PM 12:24
TALLAHASSEE, FLORIDA

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

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

City/State/Zip

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09 SEP 24 PM 12:24
TALLAHASSEE, FLORIDA

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: Jay S. Pahlman, Ass't VP

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

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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. 1998.



FILED
98 SEP 24 PM 12:25
STATE OF FLORIDA
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2938385 9300

981335945

AUTHENTICATION:

9274174

DATE:

08-27-98