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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**AMERICAN ON-SITE UTILITIES, INC.**

Certificate of Status	0
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Page Count	09
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**AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
AMERICAN ON-SITE UTILITIES, INC.**

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The undersigned officer of AMERICAN ON-SITE UTILITIES, INC. does hereby certify that the Directors and Shareholders of said corporation approved by Unanimous Written Consent effective July 28, 2004, the amendment to Paragraphs A through D of Article III of the Articles of Incorporation of said corporation in compliance with the Articles of Incorporation and Bylaws of said corporation so that it shall read, effective upon filing with the Secretary of State of the State of Florida, as attached hereto as Exhibit "A".

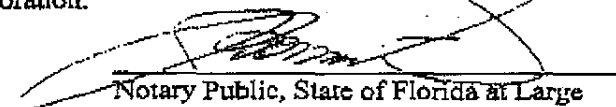
IN WITNESS WHEREOF, the undersigned Secretary of this corporation has executed these Articles of Amendment this 30<sup>th</sup> day of July, 2004.

(CORPORATE SEAL)

  
\_\_\_\_\_  
CHARLES E. CHAMBERS  
President

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of July, 2004, by CHARLES E. CHAMBERS, President AMERICAN ON-SITE UTILITIES, INC., a corporation of the State of Florida, on behalf of the corporation.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large



J. Keith M. Sands  
Commission # DD293473  
Expires: Feb. 23, 2008  
Bonded Through  
Atlantic Bonding Co., Inc.

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**EXHIBIT "A"**

**THIRD:** The Corporation has the authority, to be exercised by the Board of Directors, to issue not more than Ten Million (10,000,000) shares of Class A Common Stock at the par value of One Cent (\$0.01) each; One Hundred Million (100,000,000) shares of Class B Non-Voting Common Stock at the par value of One Cent and (\$0.01); and Five Million (5,000,000) shares of Preferred Stock at a par value of One Hundred Dollars (\$100.00) each. The Class A Common Stock, the Class B Non-Voting Common Stock and the Preferred Stock shall have the rights, characteristics and privileges provided in the Corporation's Articles of Incorporation.

A. The Class A Common Stock. The holders of the shares of Class A Common Stock shall have the sole voting power of the Corporation except for the rights of the holders of the Preferred Stock to vote in certain instances as set forth in Section 6(e) of Article Third and in Article Twelfth of the Corporation's Articles of Incorporation.

B. The Class B Non-Voting Common Stock. The rights, characteristics and privileges of the Class B Common Shares are identical in all respects to the Class A Common Stock, except that the Class A Common Shares have the sole voting power of the Corporation, except as provided in Section 6(e) of Article Third of the Corporation's Articles of Incorporation.

C. Non-Encumbrance of Corporate Real Estate. To the extent that funds from the issuance of any shares of Preferred Stock are used to acquire any real estate by the Corporation, including any improvements thereon, so long as there shall be any of such shares of Preferred Stock outstanding, the Corporation shall not permit such real estate, including any improvements thereon, to be encumbered by any mortgage or other security interest with respect to the equity in such real estate, including any improvements, that is allocable to the funds from the issuance of

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such shares of Preferred Stock.

D. The Preferred Stock has the following rights, characteristics and privileges:

(1) **Preference in Liquidation.** The Preferred Stock shall rank senior with respect to liquidation preference over the Corporation's Class A Common Stock and Class B Non-Voting Common Stock ("Common Stock"). Accordingly, in the event of the Corporation's voluntary or involuntary liquidation, before any distribution of assets shall be made to the holders of the Corporation's Common Stock, the holders of the Preferred Stock shall be entitled to receive out of the Corporation's assets available for distribution to shareholders One Hundred Dollars (\$100.00) per share, plus all accrued unpaid dividend, if any. If, in the event of such liquidation, the Corporation's assets available for distribution to its shareholders shall be insufficient to permit full payment to the holders of the Preferred Stock of the amounts to which they are entitled pursuant to the previous sentence, then such assets shall be distributed ratably among such holders in proportion to the respective amounts to which they are entitled pursuant to the previous sentence. A merger or consolidation of the Corporation with or into any other entity or a sale of all or substantially all of the assets of the Corporation shall not be treated as a liquidation, dissolution or winding up of the Corporation.

(2) **Redemption.** The Corporation shall have the right to redeem all or any part of the Preferred Stock at any time at a redemption price equal to One Hundred Twenty Dollars (\$120.00) per share, plus accrued unpaid dividends, if any, to the redemption date. At any time after three (3) years from the date of the issuance of any Preferred Stock, the holder of such Preferred Stock may require the Corporation to redeem such Preferred Stock at any time at a redemption price equal to One Hundred Twenty Dollars (\$120.00) per share, plus accrued unpaid dividends, if any, to the redemption date, provided the Corporation has sufficient net profits and

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surplus to acquire such Preferred Stock, as determined by the Board of Directors in its sole discretion from time to time. The determination at any time of the amount of net profits or surplus available for redemption of Preferred Stock shall be binding and conclusive on the holders of the Preferred Stock. If a holder of Preferred Stock desires to have its Preferred Stock redeemed, the holder may notify the Corporation of the holder's desire to have its shares of Preferred Stock redeemed by delivery to the Corporation of a written notice stating that the holder desires to have its shares of Preferred Stock redeemed (the "Redemption Notice"). The Corporation shall notify the holder of the Preferred Stock within thirty (30) days of receipt of the Redemption Notice whether the Board of Directors has determined that the Corporation has sufficient net profits and surplus to redeem such Preferred Stock. If the Corporation notifies the holder of the Preferred Stock that the Corporation has sufficient net profits and surplus to redeem such Preferred Stock, the holder of the Preferred Stock shall thereupon deliver to the Corporation the certificate(s) for the shares of Preferred Stock to be redeemed, duly endorsed in blank. Redemption of a share of Preferred Stock shall be deemed to have been effected immediately prior to the close of business on the date of the receipt by the Corporation of certificate(s) for the shares of Preferred Stock to be redeemed, duly endorsed in blank and the Corporation shall take all action necessary to pay the redemption price to the holder as promptly as practicable and in no event more than thirty (30) days after the date on which the certificate(s) for the shares of Preferred Stock to be redeemed, duly endorsed in blank shall have been delivered as aforesaid,

(3) Dividends. The holders of Preferred Stock shall be entitled, but only when and as declared by the board of directors of the Corporation, to dividends of Nine Dollars and Twenty-Five Cents (\$9.25) per share out of funds legally available therefor prior and in preference to payment of any dividend with respect to the Common Stock. No dividend or distribution shall be

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declared or paid on any shares of the Corporation's Common Stock unless the preferred dividends described above have first been paid. The right to dividends on the Preferred Stock shall be cumulative. Dividends shall be payable annually on the date in each year fixed by the Corporation's Board of Directors. Dividends on Series A Preferred Stock shall be declared if, as and when the Board of Directors in its sole discretion deems advisable, and only out of the net profits or surplus of the Corporation as is fixed and determined by the Board of Directors in its sole discretion from time to time. The determination at any time of the amount of net profits or surplus available for dividends shall be binding and conclusive on the holders of the stock of the Corporation outstanding at the time. Holders of shares of Preferred Stock shall not be entitled to any dividends in cash or in property, other than as herein provided and shall not be entitled to interest, or any sum in lieu of interest, on or in respect to any dividend payment.

(4) Voting. Except as may be otherwise provided by law, the Preferred Stock shall not have voting rights.

(5) Conversion. The Preferred Stock may, with the mutual agreement of the Corporation and the holder(s) of Preferred Stock, be converted, in whole, as hereinafter provided, at any time into shares of the Corporation's Class B Common Stock. The shares of Class B Common Stock into which the Preferred Stock may be converted shall be referred to as "Conversion Shares".

Each share of Preferred Stock shall be convertible into five (5) Conversion Shares. Holders of Preferred Stock may notify the Corporation of the holder's desire to convert its shares of Preferred Stock by delivery to the Corporation of a written notice stating that the holder desires to convert shares and stating the name or names (with addresses) in which the certificate or certificates for shares of Class B Common Stock are to be issued (the "Conversion Notice"). The Corporation shall notify the holder of the Preferred Stock within thirty (30) days of receipt of

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the Conversion Notice whether the Corporation has consented to such conversion. If the Corporation consents to such conversion, the holder of the Preferred Stock shall thereupon delivery to the Corporation the certificate(s) for the shares of Preferred Stock to be converted, duly endorsed in blank. Conversion of a share of Preferred Stock shall be deemed to have been effected immediately prior to the close of business on the date of the receipt by the Corporation of certificate(s) for the shares of Preferred Stock to be converted, duly endorsed in blank and the Corporation shall take all action necessary to cause the holders of Preferred Stock to become, as of the close of business on that date, the holders of record of Conversion Shares. The issuance of securities upon the conversion of shares of Preferred Stock shall be made without charge to the holders thereof. As promptly as practicable and in no event more than five (5) days after the date on which the certificate(s) for the shares of Preferred Stock to be converted, duly endorsed in blank shall have been delivered as aforesaid, the Corporation, at its expense, shall deliver to the holder(s) of Preferred Stock, at the address set forth in the Conversion Notice, duly executed stock certificates for the Conversion Shares so acquired, in such denominations (not to exceed the aggregate number of shares so acquired) as the holders thereof request, each registered in the name of the holders thereof, as designated by the holders thereof.

The Corporation covenants and agrees that all Conversion Shares which may be issued upon the exercise of the rights represented by each share of Preferred Stock will upon issuance be validly issued and outstanding, fully paid and nonassessable and free from all taxes, liens and charges with respect to the issue thereof. The Corporation covenants and agrees that it will at all times have authorized and reserved a sufficient number of shares of its Class B Common Stock to provide for the exercise of the rights represented by each share of Preferred stock.

Any taxes or charges imposed as a result of the issuance of Class B Common Stock in

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exchange for shares of Preferred Stock in a name other than that of the registered holder of such shares of Preferred Stock shall be paid by such holder; all other taxes or charges so imposed shall be paid by the Corporation.

(6) Miscellaneous

(a) The Corporation and any agent of the Corporation may deem and treat the holder of a share or shares of Preferred Stock, as shown in the Corporation's books and records, as the absolute owner of such share or shares of Preferred Stock for the purpose of receiving payment of dividends in respect of such share or shares of Preferred Stock and for all other purposes whatsoever, and neither the Corporation nor any agent of the Corporation shall be affected by any notice to the contrary. All payments made to or upon the order of any such person shall be valid and, to the extent of the sum or sums so paid, effectual to satisfy and discharge liabilities for moneys payable by the Corporation on or with respect to any such share or shares of Preferred Stock.

(b) The shares of the Preferred Stock, when duly issued, shall be fully paid and nonassessable.

(c) The Preferred Stock shall be issued, and shall be transferable on the books of the Corporation, only in whole shares, it being intended that no fractional interests in shares of Preferred Stock shall be created or recognized by the Corporation.

(d) For purposes of this Certificate, the term "the Corporation" means the Corporation and any successor thereto by operation of law or by reason of a merger, consolidation or combination.

(e) The Corporation, by or under the authority of the Board of Directors, may amend, alter, supplement or repeal any provision of this Article Third pursuant to the following terms

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and conditions:

(i) Without the consent of the holders of the Preferred Stock, the Corporation may amend, alter, supplement or repeal any provision of this Article Third to cure any ambiguity, to correct or supplement any provision herein which may be defective or inconsistent with any other provision herein, or to make any other provisions with respect to matters or questions arising under this Article Third, provided that such action shall not materially and adversely affect the interests of the holders of the Preferred Stock.

(ii) The consent of the holders of at least 66 2/3% of all of the shares of the Preferred Stock at the time outstanding, given in person or by proxy, either in writing or by a vote at a meeting called for the purpose at which the holders of shares of the Preferred Stock shall vote together as a class shall be necessary for authorizing, effecting or validating the amendment, alteration, supplementation or repeal of the provisions of this Article Third if such amendment, alteration, supplementation or repeal would materially and adversely affect the powers, preferences, rights, privileges, qualifications, limitations, restrictions, terms or conditions of the Preferred Stock. The creation and issuance of any other class or series of stock, or the issuance of additional shares of any existing class or series of stock of the Corporation (including the Preferred Stock), whether ranking prior to, on a parity with or junior to the Preferred Stock, shall be deemed to constitute such an amendment, alteration, supplementation or repeal and shall require such consent of the holders of the Preferred Stock.

(iii) Holders of the Preferred Stock shall be entitled to one vote per share on matters on which their consent is required pursuant to subparagraph (ii) of this Section (6)(e). In connection with any meeting of such holders, the Board of Directors, shall fix a record date neither earlier than sixty (60) days nor later than ten (10) days prior to the date of such meeting, and

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holders of record of shares of the Preferred Stock on such record date shall be entitled to notice of and to vote at any such meeting and any adjournment. The Board of Directors, or such person or persons as it may designate, may establish reasonable rules and procedures as to the solicitation of the consent of holders of the Preferred Stock at any such meeting or otherwise.

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