

833438

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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REGISTERED AGENT CHANGE

FRU-CON CONSTRUCTION CORPORATION

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by RA
change

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Missouri in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Pro-Con Construction Corporation
2. The principal office address: 15933 CLAYTON RD, BALLWIN MO 63011
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 12/03/1974 Document number: 833438
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

CORPORATION SERVICE COMPANY

1201 HAYS STREET

TALLAHASSEE FL 32301-2525

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

CT Corporation System

c/o CT Corporation System, 1200 South Pine Island Road

(P.O. Box NOT acceptable)

Plantation, Florida 33324

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

By: [Signature]

(Signature of an officer or director)

Jonathan L. Miles, Attorney-in-Fact

(Printed or typed name and title)

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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

[Signature]
(Signature of Registered Agent)

April 21, 2006

(Date)

If signing on behalf of an entity:

John J. Linnihan

(Typed or Printed Name)

*** FILING FEE: \$35.00 ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
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 TALLAHASSEE, FLORIDA

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT James J. Scott, the Senior Vice-President & General Counsel of FRU-CON HOLDING CORPORATION, a corporation incorporated under the laws of Missouri (the "Corporation"), the ultimate parent corporation of the subsidiary entities shown on the list appended hereto ("Subsidiaries") does hereby appoint Jonathan L. Miles as attorney-in-fact for the Corporation and for the Subsidiaries and to act for the Corporation and for the Subsidiaries and in the name of the Corporation and of the Subsidiaries for the limited purposes authorized herein.

The Corporation and the Subsidiaries, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's and the Subsidiaries' registered agent and registered office, or the agent and office of similar import, in any state.

In the execution of any documents necessary for the purposes set forth herein, Jonathan L. Miles shall exercise the power of Vice President and John Linnihan shall exercise the power of Assistant Secretary.

This Power of Attorney expires when revoked by any duly authorized officer of the Corporation.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 31st day of March 2006.

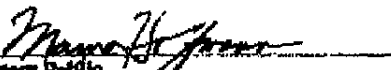
(Seal)




James J. Scott
Senior Vice-President & General Counsel

STATE OF MISSOURI)
SS)
COUNTY OF ST. LOUIS)

SWORN TO AND SUBSCRIBED before me, the undersigned Notary Public, an officer authorized to administer oaths, this 31st day of March, 2006.


Notary Public

ATTACHMENT

FRU-CON HOLDING CORPORATION SUBSIDIARIES

Fru-Con Construction Corporation
Centennial Holding Corporation
Bilfinger Berger Civil, Inc.
HES Constructors, Inc.
Sargent Diversified Services, Inc.