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MARTY SMITH*

**BOARD CERTIFIED REAL ESTATE LAWYER
*OF COUNSEL

August 16, 2001

Federal Express 8287 2094 9939

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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RE: Florida Underground Services, L.L.C.

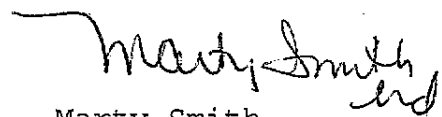
Gentlemen:

Enclosed please find an original and copy of Articles of Organization of Florida Underground Services L.L.C. for filing. Also enclosed is my firm check number 032825 for \$155.00 representing the filing fee of \$125.00 and \$30.00 for a certified copy of the Articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If you have questions, please call my office.

Sincerely,


Marty Smith

MS/hhd

Enclosure

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al

**ARTICLES OF ORGANIZATION OF
FLORIDA UNDERGROUND SERVICES, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned hereby certifies that it has associated itself for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be FLORIDA UNDERGROUND SERVICES, L.L.C.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles, and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate,

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individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLES III CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Five Hundred Dollars (\$500.00) cash shall be paid to the limited liability company by the member. Additional contributions will be made as required for investment purposes, as determined by the member.

ARTICLES IV PROFITS AND LOSSES

(a) **Sharing Profits.** The member shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. The profits shall be determined and paid to the member from time to time as determined by the member.

(b) **Losses.** All the losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the member.

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**ARTICLE V
LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the member of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a vote of the member of the limited liability company.

**ARTICLE VI
DURATION**

This limited liability company shall exist in perpetuity, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the member.

**ARTICLE VII
PRINCIPAL PLACE OF BUSINESS**

The principal office, which shall also be the mailing address, of this limited liability company shall be located at 101 S.W. Third Street, City of Ocala, County of Marion, State of Florida, 34474.

**ARTICLE VIII
MANAGEMENT**

Management of this limited liability company is reserved to its member, whose name and address is as follows:

The Charles Machine Works, Inc.
P. O. Box 66
Perry, OK 73077

**ARTICLE IX
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 101 S.W. Third Avenue, City of Ocala, County of Marion, State of Florida, and the name of its registered agent at such address is Marty Smith.

**ARTICLE X
RESTRICTIONS ON MEMBERSHIP**

The member shall have the right to admit new members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

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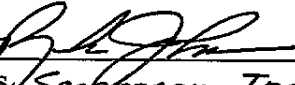
A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all of its members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

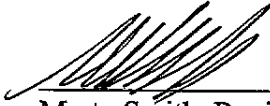
The undersigned, being the original and sole member of the limited liability company, hereby certifies that the foregoing constitutes the proposed Articles of Organization of FLORIDA UNDERGROUND SERVICES, L.L.C.

Executed by the undersigned at Perry, County of Noble, State of Oklahoma, on this 8th day of August, 2001.

The Charles Machine Works, Inc.

By: 
Its Secretary-Treasurer
thereunto duly authorized

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.


Marty Smith, Registered Agent

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