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OF COUNSEL
THOMAS R. CUSHMAN
ALICE L. CUSHMAN

December 27, 2001

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800004751808--1
-01/04/02--01052--014
****155.00 ****155.00

Re: H.I.P. Hot-In-Place Paving, L.L.C.

Gentlemen:

Enclosed herewith please find duplicate original Articles of Organization for H.I.P. HOT-IN-PLACE PAVING, L.L.C. together with our firm's check, number 12564, in the amount of \$155.00 representing the following:

Filing Fee & Registered	\$125.00
Agent Designation	
Certified Copy	<u>30.00</u>
Total	\$155.00

FILED
02 JAN -4 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file these Articles immediately upon receipt and return a certified copy to our office in the pre-addressed, stamped envelope provided.

If you have any questions or if you need any additional information, please do not hesitate to contact me.

Very truly yours,

GBW (alk)

G. Barry Wilkinson

Signed in his absence
to avoid delay in mailing.

GBW/alk
Enclosures
cc: Frank Crupi

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LO2-532
alk

**ARTICLES OF ORGANIZATION
OF
H.I.P. HOT-IN-PLACE PAVING, L.L.C.**

The undersigned, desiring to form a limited liability company under the provisions of Sections 608.401 *et seq.*, Florida Limited Liability Company Act, as amended, hereby sets forth the following:

Article I. Name. The name of the Limited Liability Company is H.I.P. HOT-IN-PLACE PAVING, L.L.C.

Article II. Principal Office. The mailing address and the street address of the principal office of the Limited Liability Company is 2845 Sea Breeze Drive South, Gulfport, Florida 33707.

Article III. Registered Office and Agent. The post office address of the initial registered office of the Limited Liability Company is located within the City of St. Petersburg at 696 First Avenue North, Suite 201, St. Petersburg, Florida 33701. The initial registered agent is G. Barry Wilkinson, whose business address is the same as the post office address of the initial registered office, and who is a resident of Florida and a member of the Florida State Bar.

Article IV. Management By Managers. The Limited Liability Company shall be managed by one or more Managers, who need not be members, whose identities and terms of office shall be set forth in the written Operating Agreement of the Limited Liability Company.

Article V. Written Operating Agreement. Any operating agreement entered into by the members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

Dated: December 20, 2001

By: _____

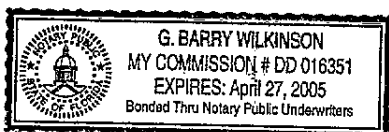
FRANK CRUPI

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Organization were acknowledged before me this 20th day of December, 2001, by FRANK CRUPI, who is personally known to me or who has produced _____ as identification.

Notary Public, State of Florida

My Commission Expires: 4/27/2005



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02 JAN 4 PM 3:04
CLERK OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Limited Liability Company at a place designated in these Articles of Organization, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process. I am familiar with and accept the duties of Registered Agent as set forth in Sections 608.401 *et seq.*, Florida Statutes.

DATED this 20th day of December, 2001.



G. BARRY WILKINSON, ESQUIRE

"Registered Agent"

FILED
02 JAN -4 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA