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REPLY TO: BRUCE A. MCDONALD
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May 15, 2002

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Secretary of State
Corporate Division
409 E. Gaines St.
Tallahassee, FL 32399

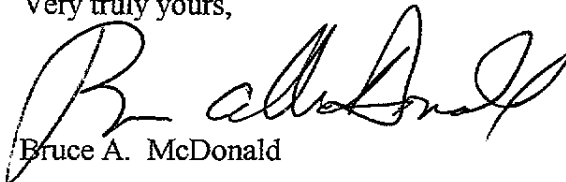
RE: Shear Brothers Excavation, LLC

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Organization of Shear Brothers Excavation, LLC and Certificate of Designation of Registered Agent/Registered Office. Also enclosed is our check in the amount of \$125.00 representing the filing fee and the registered agent fee.

Please file the originals and returned conformed, stamped copies to the undersigned. If you should have any questions, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,


Bruce A. McDonald

BAM/jbw
Encls.

cc Donald Shear

M THOMAS
5/24

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02 MAY 21 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
SHEAR BROTHERS EXCAVATION, LLC**

ARTICLE I — Name:

The name of the limited liability company (hereinafter referred to as the "Company") is Shear Brothers Excavation, LLC

ARTICLE II — Address:

The mailing address and street address of the principal office of the Company is 3400 Edinburgh Drive, Pace, Florida 32571.

ARTICLE III — Duration:

The period of duration for the Company shall be: Perpetual.

ARTICLE IV — Management:

The Company is to be managed by one or more managers and is, therefore, a manger-managed company. The name and address of the initial Manager is Donald E. Shear, Jr., 3400 Edinburgh Drive, Pace, Florida 32571.

ARTICLE V — Initial Members:

The initial members of the Company are:

Donald E. Shear, Jr., as Trustee
3400 Edinburgh Drive, Pace, Florida 32571

Allen D. Brothers
2065 Dovefield Drive, Pensacola, Florida 32534

Kenneth W. Bryan
3341 Pearl Ridge Road, Pace, Florida 32571.

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TALLAHASSEE, FLORIDA

ARTICLE VI — Registered Agent:

The name of the company's initial registered agent in Florida is Donald E. Shear, Jr.. The address of the company's initial registered office in Florida is 3400 Edinburgh Drive, Pace, Florida 32571.

ARTICLE VII — Admission of Additional Members:

Members of the company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of membership unit holder(s), and the membership unit holders shall determine the amount and nature of contributions by new members

at the time the new members are admitted.

ARTICLE VIII — Members' Rights to Continue Business:

The right, if given, of the remaining member(s) of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The remaining member(s) of the company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company only upon the vote of a majority in interest of the remaining members.

ARTICLE IX — Agency Authority of Members:

Subject to the provisions of the operating agreement of the company, members of the company shall have authority as prescribed by Section 608.4235 of the Florida Limited Liability Company Act.

ARTICLE X — Limited Liability:

Pursuant to Sections 608.4227 and 608.4228 of the Florida Limited Liability Company Act, the members shall not be personally liable for any debt, obligation, or liability of the Company regardless of whether the company or its members observe the usual company formalities or requirements relating to the exercise of its Company powers or management.

ARTICLE XI — Additional Provisions:

The power to adopt, alter, amend, or repeal the regulations of the company is vested entirely in the members listed in Article V.

In accordance with section 608.408(3) Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

5-15-02
Date

Donald E. Shear, Jr.
Donald E. Shear, Jr.

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/

REGISTERED OFFICE

OF

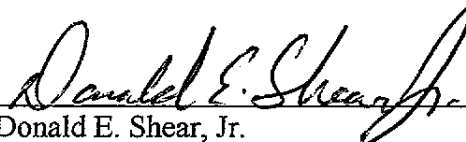
SHEAR BROTHERS EXCAVATION, LLC

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

- (1) The name of the limited liability company is Shear Brothers Excavation, LLC
- (2) The name and address of the registered agent and office is: Donald E. Shear, Jr, 3400 Edinburgh Dr., Pace, FL 32571.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: 5-15-02


Donald E. Shear, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA