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LAW OFFICES

**JAMES R. MEROLA, P.A.**

11380 PROSPERITY FARMS ROAD, SUITE 204  
PALM BEACH GARDENS, FLORIDA 33410

TELEPHONE: (561) 622-1433 • FACSIMILE: (561) 622-6279

August 23, 2005

Secretary of State  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: AMERICAN EAGLE CONSTRUCTION AND ENVIRONMENTAL SERVICES, L.L.C.  
(Our File No. 2750.01)

To Whom It May Concern:

Enclosed herewith please find original and one copy of Amended Articles of Organization of American Eagle Construction and Environmental Services, L.L.C., together with our firm check in the amount of \$25.00 representing the filing fee for the amendment.

Please file the original and return the conformed copy containing the date of filing stamped thereon in the stamped, self-addressed envelope provided.

Thank you.

Sincerely,



Helen J. Miller, Secretary to  
JAMES R. MEROLA, ESQUIRE

Enclosures

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**AMENDED ARTICLES OF ORGANIZATION**  
**OF**  
**AMERICAN EAGLE CONSTRUCTION**  
**AND ENVIRONMENTAL SERVICES, L.L.C.**

The undersigned hereby makes, subscribes, acknowledges, and files these Articles of Organization for the purpose of forming a limited liability company under the Laws of the State of Florida.

**ARTICLE I**  
**NAME AND ADDRESS**

a. The name of the limited liability company shall be AMERICAN EAGLE CONSTRUCTION AND ENVIRONMENTAL SERVICES, L.L.C.

b. The name AMERICAN EAGLE CONSTRUCTION AND ENVIRONMENTAL SERVICES, L.L.C. was created by and is owned by the members of the limited liability company. The company and its members agree to amend the name of the company upon the decision of fifty one (51%) percent of the members.

**ARTICLE II**  
**PURPOSE**

a. The general nature of the business to be conducted and carried on by the company is underground utilities, all construction related activities and any and all activities or business as allowed by law.

b. To engage in every aspect and phase of each and every lawful business or operation permitted by the law of the State of Florida, including but not limited to the right and power to manufacture, distribute, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise acquire and to own mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest income, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

c. To purchase, take and lease, or exchange, hire or otherwise acquire any real or

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personal property, rights, or privileges suitable or convenient for any purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery, stores or works, but only to the extent to which the company may be authorized by the statutes under which it is organized.

d. The company shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and other negotiable papers; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full authority to loan money and secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated. The company shall be allowed to borrow funds so long as there is a joinder of both members. No one member may obligate the company on a note without the signature of the other. In addition, neither the company nor any member will be assuming any indebtedness of the remaining member.

e. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

f. To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall be authorized to be exercised under the said acts above recited under which it was organized. The said company may perform any part of its business outside the State of Florida or in any other states or colonies of the United States or in any

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foreign country or countries.

### ARTICLE III DURATION

*This limited liability company shall exist for twenty (20) years unless amended, or until dissolved by a vote of fifty-one (51%) percent of the members.*

### ARTICLE IV SHARING OF PROFITS AND LOSSES

*The profits and losses of the company shall be shared among all then existing members of the limited liability company in accord with the ratio of the capital accounts of the members, which shall be maintained in the percentages shown below. It is anticipated that each member will contribute to the company with both cash and services. The contribution of cash by each member shall be as follows:*

GLORIA EVANS	51%
AL EVANS	49%

No member shall be required to contribute additional sums after formation unless all members shall consent in writing.

### ARTICLE V INITIAL MEMBERS OF THE COMPANY

*The company will have two (2) members initially. The number of members may either increased or diminished from time to time by the members, but shall never be less than two (2). Additional members shall be admitted only upon the consent of one hundred percent of the then existing members and upon the terms and conditions set by those members. A member's interest in the company may not be assigned or transferred, in whole or in part, without the majority consent of the then existing members and upon the terms and conditions set by those members. The names and addresses of the initial members who, being subject to the provisions of the Articles of Organization, the regulations of the company, and laws of the State of Florida, are as follows:*

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1. GLORIA EVANS  
19607 Eagle Trace Court  
North Fort Meyers, Florida 33903
2. AL EVANS  
19607 Eagle Trace Court  
North Fort Meyers, Florida 33903

#### ARTICLE VI AMENDMENT

This company reserves the right to amend any provision contained in these Articles of Organization or any amendment thereto. However, any such amendment must be by consent of one hundred (100%) percent of the then existing members.

#### ARTICLE VII RIGHTS OF REMAINING MEMBERS

The company shall be dissolved when continuing membership of any member in the limited liability company ceases by reason of death, retirement, resignation, expulsion, bankruptcy, dissolution of a corporate members or the occurrence of any other event which makes it impossible for a member to continue. However, the then remaining members of this limited liability company may continue the business of the limited liability company upon consent of fifty-one (51%) percent of the remaining members so long as there remains at least two (2) remaining members to continue the business. The remaining business shall be continued upon the terms and conditions set by the remaining members at the time of any such event or occurrence. Either of the initial members may compel a dissolution, which must be completed in accordance with applicable law within 90 days of a written request.

#### ARTICLE VIII MANAGEMENT

The management of the limited liability company is reserved for its members. All management decisions shall be made by a fifty-one (51%) percent majority of the members and all actions and powers set forth in Article II (b) - (f) may be made only by a fifty-one (51%)

percent majority of the members. In the event the company is registered in the State of Texas, then, in that event, AL EVANS will be the registered agent for the State of Texas.

ARTICLE IX  
INITIAL REGISTERED OFFICE AND AGENT

The street address in this State of the initial registered office of the limited liability company is 19607 Eagle Trace Court, North Fort Meyers, Florida, 33903, and the name of the initial Registered Agent is GLORIA EVANS.

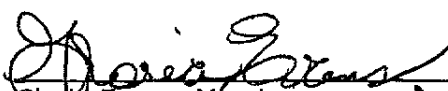
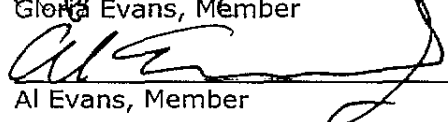
ARTICLE X  
PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the company shall be at 19607 Eagle Trace Court, North Fort Meyers, Florida, 33903.

ARTICLE XI  
NO RESTRICTION AS TO MEMBERS

No member shall be restricted in any way as to other businesses and investments in which he or she may participate and no member is required to devote one hundred (100%) percent of his or her time to the company. Any member may operate or invest in other business control businesses.

IN WITNESS WHEREOF, the undersigned, being each and all of the original members of the company hereinabove named for the purpose of forming a limited liability company to do business both without and within the State of Florida do hereby make, subscribe, acknowledge and file these Articles of Organization, hereby declaring and certifying that the facts therein stated are true and correct, and have hereunto set our hands and seals this 6th day of May, 2005.

  
Gloria Evans, Member  
  
Al Evans, Member

STATE OF FLORIDA )  
COUNTY OF PALM BEACH )

Lee

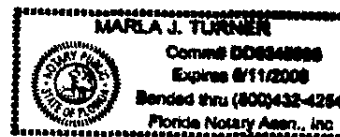
The foregoing instrument was acknowledged before me this 6th day of MAY, 2005, by GLORIA EVANS, [X] who is personally known to me or [ ] who has produced \_\_\_\_\_ as identification.

*Marla J. Turner*

MARLA J. TURNER (print name)

Notary Public, State of Florida

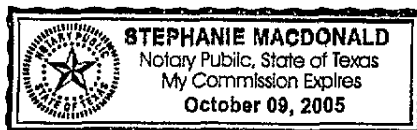
My Commission Expires: 8-11-2008



STATE OF ~~FLORIDA~~ Texas )  
COUNTY OF ~~PALM BEACH~~ )

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The foregoing instrument was acknowledged before me this 18th day of May, 2005, by AL EVANS, [✓] who is personally known to me or [ ] who has produced \_\_\_\_\_ as identification.



*Stephanie MacDonald*

Stephanie MacDonald (print name)

Notary Public, State of Florida Texas

My Commission Expires: 10/9/05


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### REGISTERED AGENT'S ACCEPTANCE

Having been named as Registered Agent and to accept service of process for AMERICAN EAGLE CONSTRUCTION AND ENVIRONMENTAL SERVICES, L.L.C., the above-stated limited liability company, at the place designated in these Articles of Organization, 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 as provided for in Chapter 608, F.S.

  
Gloria Evans

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