

M98000000754



ACCOUNT NO. : 072100000032

REFERENCE : 881937 4305026

AUTHORIZATION :

COST LIMIT : \$ 285.00

*Patricia Pigute*

ORDER DATE : July 7, 1998

*13th*

ORDER TIME : 10:06 AM

*CM*

ORDER NO. : 881937-005

CUSTOMER NO: 4305026

900002584318--5

CUSTOMER: Lara Suziedelis, Legal Asst  
Sullivan & Worcester  
One Post Office Square

Boston, MA 02109

FOREIGN FILINGS

NAME: PAQUETTE ASPHALT ACQUISITION  
LLC

FILED  
98 JUL 13 PM 2:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

98 JUL -9 AM 11:25  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

July 9, 1998

BRENDA PHILLIPS  
CSC  
TALLAHASSEE, FL

SUBJECT: PAQUETTE ASPHALT ACQUISITION LLC  
Ref. Number: W98000015617

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We have received your document for PAQUETTE ASPHALT ACQUISITION LLC and the authorization to debit your account in the amount of \$285.00. However, the document has not been filed and is being retained for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 098A00036727

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT  
BUSINESS IN THE STATE OF FLORIDA:

1. Paquette Asphalt Acquisition LLC

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation  
"L.C." if not so contained in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)

2. Delaware

3.

(Jurisdiction under the law of which foreign limited liability  
company is organized)

(FEI number, if applicable)

4. 6/23/98

5.

Perpetual

(Date of Organization)

(Duration: Year limited liability company will  
cease to exist or "perpetual")

6. 7/1/98

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 1335 Thomas Avenue

Leesburg, FL 34748

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who  
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Robert W. Pereira

MGR

197 Spyglass Court


Jupiter, FL 33477

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Paquette  
Asphalt Acquisition LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 10.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 0 . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 284,000.00 . This total includes amounts from 2 and 3 above.

  
\_\_\_\_\_, TREAS.  
Signature of a member or authorized representative of a member..  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ALICE J. GROBMAN  
TALLAHASSEE, FLORIDA

98 JUL 13 PM 2:49

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: Paquette Asphalt Acquisition LLC

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, FL 32301-2607

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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

By:

Sylvia M. White  
(Signature)

7-7-98

(Date)

### CONSENT TO USE OF NAME

Paquette Asphalt Industries, Inc., a Florida corporation, hereby consents to (i) the formation and qualification of Paquette Asphalt Acquisition LLC, a Delaware limited liability company, (ii) the use by such limited liability company of the name "Paquette Asphalt Acquisition LLC," and (iii) the use by such limited liability company, by and through the filing by such limited liability company of a certificate of amendment to its certificate of formation, and to the filing of an amendment to any registration or qualification as a foreign limited liability company, on or after July 1, 1998, of the name "Paquette Asphalt Industries LLC."

IN WITNESS WHEREOF, the said Paquette Asphalt Industries, Inc. has caused this consent to be executed by a duly authorized officer as of this 24 day of June, 1998.

PAQUETTE ASPHALT INDUSTRIES, INC.

By: 

Name: J. Stewart

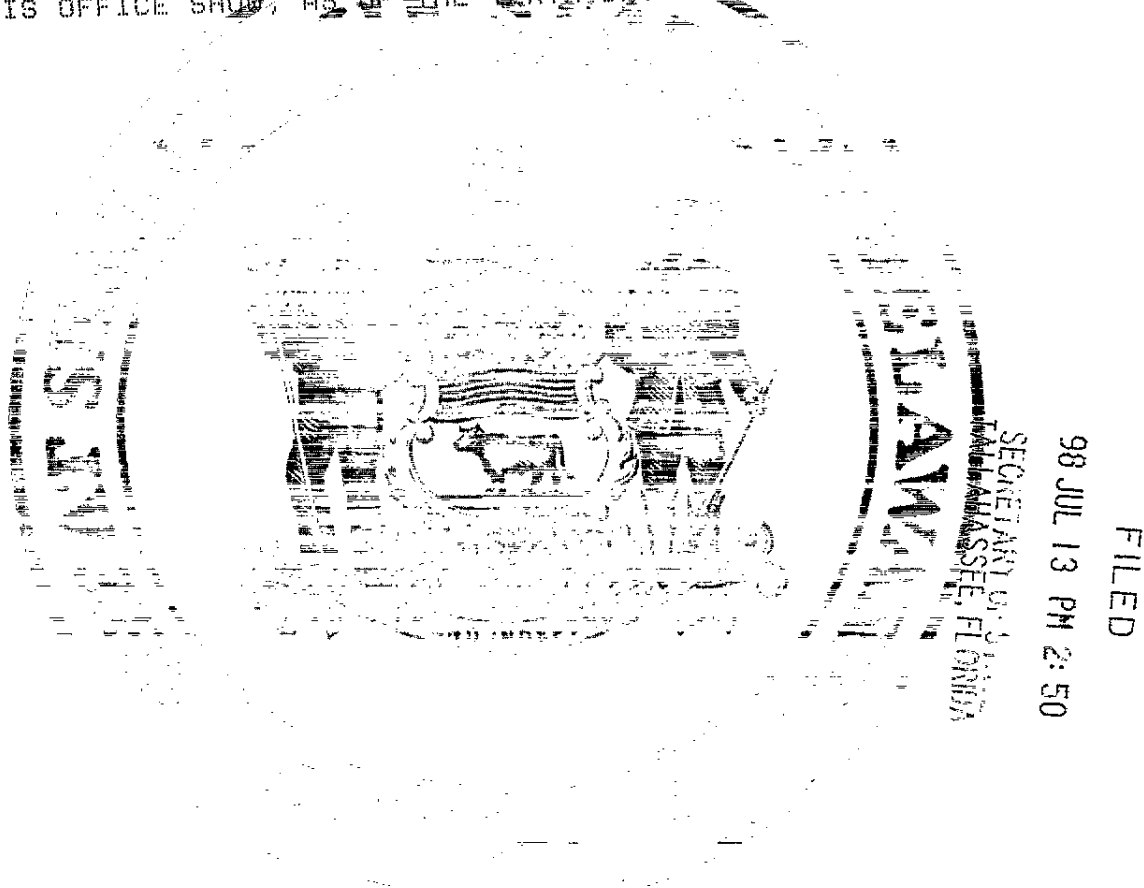
Title: President

F:\PCO\MDDX3\LLC\NAME.PAI:6/23/98

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TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAQUETTE ASPHALT ACQUISITION LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF JULY, A.D. 1998.



FILED

98 JUL 13 PM 2:50

SECRETARY OF STATE  
THOMASASSEE, FLORIDA

*Edward J. Freel*

*Edward J. Freel, Secretary of State*

9189056

AUTHENTICATION:

07-10-98

DATE:

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