

Law Office of
Donald P. Kohl, PA

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February 7, 2001

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*****87.50 *****87.50

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: Underground Services of America, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Underground Services of America, Inc.

A check in the sum of \$87.50 is enclosed to cover the cost of filing these Articles.

Please endorse your approval of the Articles of Incorporation on the copy, certify, and return it to me.

Thank you for your cooperation in this matter.

Very truly yours,

Donald P. Kohl

Donald P. Kohl

FILED
01 FEB 12 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DPK/jlb
Enclosures

DPK
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**ARTICLES OF INCORPORATION
OF
UNDERGROUND SERVICES OF AMERICA, INC.**

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01 FEB 12 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves together for the purpose of becoming incorporated and forming a corporation under the following charter or articles of incorporation:

ARTICLE I. NAME

The name of this corporation shall be UNDERGROUND SERVICES OF AMERICA, INC.

ARTICLE II. DURATION

The corporation shall have perpetual existence.

ARTICLE III. PRINCIPAL OFFICE

Its principal place of business and office in the State of Florida is to be located in the County of Palm Beach, and branch offices may be established in such place or places in the State of Florida and in the United States and in foreign countries as may, from time to time, be authorized by the Board of Directors. The registered office of the corporation shall be located at: 157 Gregory Place, West Palm Beach, Florida 33405.

ARTICLE IV. PURPOSE

The general nature of the business to be transacted shall be as follows:

A. To do all such things as are incidental to the accomplishment of the following objects or purposes, or any of them, or necessary or incidental to the protection or benefit of the corporation; and to transact any other kind of business that may seem to the corporation capable of being conveniently carried on in connection with any of said purposes or objects or calculated either directly or indirectly to enhance the value of, or render profitable any of the corporation's property or rights which are beneficial or desirable for the stockholders of this corporation, not contrary to the laws of this State, and whether or not of the same nature as, or similar in nature to, any of the purposes hereinafter expressed.

B. To have and to exercise all of the powers granted by the laws of the Florida to corporations. The following clauses shall be construed as objects and powers and shall not be held or construed in any way to limit or restrict or confine the powers of this corporation, provided that

nothing herein contained shall be construed to grant this corporation banking powers or any right, powers or privileges not permitted by the laws of Florida to corporations.

C. To acquire, own, hold and deal in real property as agent, owner or broker; to exchange, mortgage, deed in trust, plant, cultivate, develop, lease or rent any and all kinds of lands, improved or unimproved, rights of way, easements and any and all other property of any and every kind or description, real, personal or mixed, wheresoever situated, including water and water rights, to construct, as builder, owner or contractor, to maintain, equip, operate and furnish dwelling houses, apartment houses, business buildings or blocks, office buildings, manufacturing or industrial works and plants, and other buildings of any kind.

D. To supervise and manage all classes of properties, income bearing or otherwise, for this corporation or for other persons, corporations and/or associations; to act as agent, broker or attorney in fact, on a commission basis or otherwise, for any other person, corporation or association, to negotiate sales, leases, mortgages, deeds of trust and other encumbrances of properties of other persons, corporations and associations, real, personal or mixed, wheresoever situated; and generally to maintain, conduct and carry on the business of real estate agent and broker.

E. To lend money, to purchase or otherwise acquire, become interested in, hold, sell, mortgage, pledge, hypothecate, or otherwise dispose of or turn to account or realize upon all forms of securities, including stocks, bonds, debentures, notes, evidence of indebtedness, certificates of interest, commercial papers, mortgages, and other similar instruments and rights issued or created by corporations, whether public, municipal, quasi-public or private, domestic or foreign, and by associations, firms, trustees, syndicates, individuals, governments, states, municipalities, or other political divisions, or issued or created by others, and to deal in and with the same, and to issue in exchange therefore or in payment thereof its own stock, bonds or other obligations or securities, or otherwise pay therefore; to exercise in respect thereof any and all rights, powers and privileges of individual ownership or interest therein, including the right to otherwise act in respect thereto, to do any and all acts and things for the preservation, protection, improvement and enhancement in value thereof or designed to accomplish any such purpose, and to aid by loan, subsidy, guaranty or in any manner, those issuing, creating, or responsible for any of such securities; to acquire or become interested in any such securities as aforesaid by original subscription, underwriting, participation in syndicates or otherwise, and irrespective of whether or not such securities be fully paid or subject to further payments; and to make payments thereon as called for, or in advance of calls or otherwise, and to underwrite or subscribe for the same conditionally or otherwise, and either with a view to investment or for resale, or for any other lawful purpose; to guarantee the payment or both of any bonds or other obligations, and the performance of any contracts.

F. To manufacture, buy, sell, lease, import and export, pledge, mortgage, hypothecate or otherwise deal in and with either as principal or otherwise, goods, wares and merchandise and personal property of every kind and description.

G. To acquire the goodwill, rights, property, business and franchise of any person, firm, association or corporation whatsoever now or hereafter engaged in any business which the corporation may lawfully conduct; to pay therefore in cash or in stocks or bonds of this corporation or otherwise, in the manner dispose of the whole or any part of the rights and property acquired; to assume in connection or corporation, and to conduct in lawful manner the whole or any part of the business thus acquired.

H. To make and enter into contracts of all kinds with any individual, firm, association, private, public, quasi-public or municipal corporation, state, government or governmental authority, including, but without limiting the generality of the foregoing, contracts of indemnity, guaranty and suretyship.

I. To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, and grant licenses or territorial rights, in respect of, or otherwise to account or dispose of, own, introduce, assign, lease, mortgage or pledge, any copyrights, trademarks, trade names, brands, labels, inventions, devices, formulas, processes and all improvements or modifications thereof, patent rights or letters patent of the United States of America, or of any other country or government, whether used in connection with or secured under letters patent or otherwise.

J. To borrow money and to make, accept, endorse, discount, execute and issue notes, bonds, debentures, bills of exchange, warrants, obligations, evidences of indebtedness and negotiable instruments of all kinds, whether secured by mortgage, deed of trust, pledge or otherwise, without limit as to amount and to secure the same by mortgage, deed of trust and/or pledge all of or any of the real and personal property of this corporation or otherwise.

K. To purchase, acquire, own, hold, lease, either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, improve, develop, construct, maintain, equip, operate and generally acquire or transfer any and all lands, improved and unimproved, and to sell, or otherwise dispose of the products thereof, houses, office buildings, garages, plants, and other buildings and descriptions, real, personal and mixed, wheresoever situated, including water and water rights.

L. To become a Joint Venturer or Partner (either General or Limited or both) to enter into Agreements of Joint Venture or Partnership with one or more other persons, partnerships, associations or corporations for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any other purposes therein set forth or otherwise, or which may be calculated directly or indirectly to promote the best interest of this corporation or to enhance the value of its property or business.

ARTICLE V. SUBSCRIBERS

The name and address of each person signing these article of incorporation as a subscriber is:

Brandon dePicciotto, 157 Gregory Place, West Palm Beach, Florida 33405

Larry Cleaveland, 157 Gregory Place, West Palm Beach, Florida 33405

Mark Spadoni, 340 S.W. Beachway Avenue, Palm City, Florida 34990

ARTICLE VI. OFFICERS AND DIRECTORS

The number of directors of this corporation shall be not less than 1 nor more than 7.

There shall be a President of this corporation, who shall also be a director, one or more Vice Presidents, as the Board of Directors may from time to time determine, a Secretary and a Treasurer. Such officers shall be chosen by the Board of Directors and shall hold office subject to the laws of the State of Florida or until their successors are elected and qualified.

All of the officers, agents and employees of the corporation shall have such powers and perform such duties as may be prescribed by the By-laws or determined by the Board of Directors.

Any person may hold two or more offices.

ARTICLE VII. GENERAL PROVISIONS

The following general provisions shall govern this corporation:

The time and place of the annual stockholders meeting shall be fixed and provided for in the By-laws and notice of same shall be given in one of the methods provided by law. Any meeting of stockholders may be held within or without this state. Any stockholder may waive notice of the time, place and purpose of any meeting, either before, after or at such meeting.

ARTICLE VIII. STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal or par value of \$1 per share.

ARTICLE IX. CAPITAL

The amount of capital with which this corporation will begin business is \$500.

ARTICLE X. BOARD OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

	NAME	ADDRESS
President	Brandon dePicciotto	157 Gregory Place, West Palm Beach, FL 33405
VP	Larry Cleaveland	157 Gregory Place, West Palm Beach, FL 33405
Secretary	Mark Spadoni	340 S.W. Beachway Avenue, Palm City, FL 34990
Treasurer	Mark Spadoni	340 S.W. Beachway Avenue, Palm City, FL 34990

ARTICLE XI. REGISTERED AGENT

The corporation, UNDERGROUND SERVICES OF AMERICA, INC., with its principal place of business located at 157 Gregory Place, West Palm Beach, Florida 33405, designates BRANDON dePICCIOTTO as its registered agent designated to accept service of process within the State of Florida.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


BRANDON dePICCIOTTO


LARRY CLEAVELAND


MARK SPADONI

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared BRANDON dePICCIOTTO, LARRY CLEAVELAND, and MARK SPADONI, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to these Articles of Incorporation.

SWORN TO AND SUBSCRIBED TO before me this 6th day of February, 2001.



Notary Public, State of Florida

 Judy L. Brannon
My Commission CC834119
Expires May 6, 2003

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

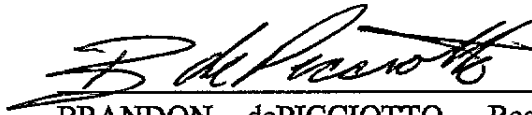
BRANDON dePICCIOTTO

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST - That UNDERGROUND SERVICES OF AMERICA, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of West Palm Beach, County of Palm Beach, State of Florida, has named BRANDON dePICCIOTTO of 157 Gregory Place, West Palm Beach, Florida 33405 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


BRANDON dePICCIOTTO, Registered
Agent

FILED
01 FEB 12 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA