

P02000020157

William J. Schwartz
11045 Crescent Bay Blvd
Clermont, FL 34711
352-243-6421

February 12, 2002

Corporate Records Bureau
Corporations Division
Department Of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: UTILITY SYSTEMS CONSTRUCTION, INC.

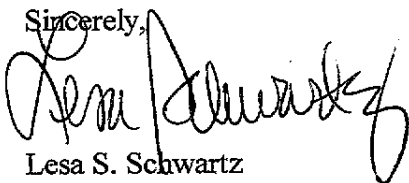
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Dear Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation for the above named corporation. Also enclosed is a check in the amount of \$78.75, which represents the filing fee, and fee for a certified copy of articles. Finally, a self-addressed stamped envelope has been provided.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Lesla S. Schwartz
Secretary

/lss
Enclosures

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ARTICLES OF INCORPORATION
OF
UTILITY SYSTEMS CONSTRUCTION, INC.

ARTICLE I - Name

The name of this corporation is UTILITY SYSTEMS CONSTRUCTION, INC.

ARTICLE II - Purpose

This corporation is organized for the purpose of heavy equipment construction, underground utilities and like construction.

ARTICLE III - Capital Stock

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office, the principal office, and the mailing address of this corporation is 1699 County Road 249-A, Oxford, Florida 34484, and the name of the initial registered agent of this corporation at that address is William R. Hughes.

ARTICLE VI - Initial Board Of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The names and addresses of the initial directors of this corporation who shall hold office, unless otherwise provided in the duly adopted by-laws of this corporation, for the first year of existence of the corporation or until their successors are elected and qualified, are as follows:

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SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 FEB 19 11:13:06

<u>NAME</u>	<u>ADDRESS</u>
William R. Hughes	1699 County Road 249-A Oxford, FL 34484
William J. Schwartz	11045 Crescent Bay Blvd. Clermont, FL 34711

ARTICLE VII - Initial Officers

The names and post office addresses of the President, and Secretary/Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate by-laws, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
William J. Schwartz	11045 Crescent Bay Blvd. Clermont, FL 34711	President
William R. Hughes	1699 County Road 249-A Oxford, FL 34484	Vice President
Lesa Schwartz	11045 Crescent Bay Blvd. Clermont, FL 34711	Secretary
Marie A. Hughes	1699 County Road 249-A Oxford, FL 34484	Treasurer

ARTICLE VIII - Incorporator

The names and addresses of the persons signing these Articles as subscribers to the corporation, together with the number of shares each agrees to take, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
William R. Hughes	1699 County Road 249-A Oxford, FL 34484	50
William J. Schwartz	11045 Crescent Bay Blvd. Clermont, FL 34711	50

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - Meeting by Conference Telephone

Members of the Board Of Directors may participate in special meetings of the Board Of Directors by means of conference telephone as provided by law, but regular meetings of the Board Of Directors must be attended in fact in person by each member.

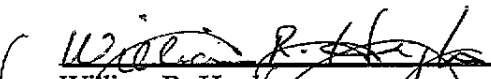
ARTICLE XI - Indemnification


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles Of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 8 day of February, 2002.



William R. Hughes


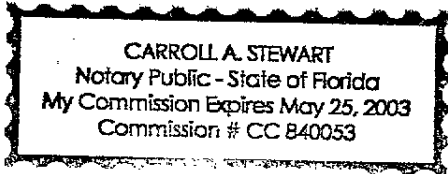
William J. Schwartz

STATE OF FLORIDA
COUNTY OF Lake

BEFORE ME, a Notary Public authorized to take acknowledgments, personally appeared William R. Hughes and William J. Schwartz, who presented identification, and who executed the foregoing Articles Of Incorporation, and they acknowledged before me that they executed said Articles Of Incorporation.

SWORN TO AND SUBSCRIBED before me this 8 day of February, 2002.

My Commission Expires:



Carroll A. Stewart
Notary Public - Signature

Carroll A. Stewart
Notary Public - Printed

Commission No.: 840053

ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

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

William R. Hughes
William R. Hughes, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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