

P07000098670

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

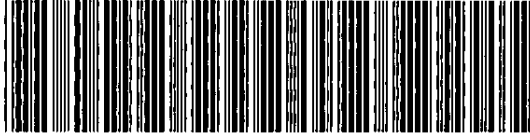
(Business Entity Name)

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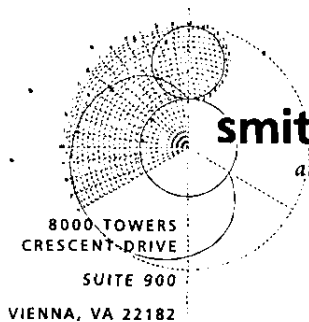


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Amend

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 OCT 28 PM 2:49



smith·pachter·mcwhorter PLC

attorneys at law • 703-847-6300 • Fax 703-847-6312 • www.smithpachter.com

October 27, 2008

Via Federal Express

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee FL 32301


Dear Sir or Madam:

Enclosed for filing, please find an original and two copies of Articles of Amendment for Bouygues Civil Works Florida, Inc. That filing consists of the cover sheet prescribed by your office and the Amended Article of Incorporation. Also enclosed please find a check in the amount of \$43.75 for the filing fee and a certified copy.

Please do not hesitate to contact me should you have any questions.

Sincerely,

SMITH PACHTER MCWHORTER, PLC


W. Stephen Dale

WSD/vhv
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Bonygues Civil Works Florida, Inc. ■

DOCUMENT NUMBER: P07000098670 ■

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

W. Stephen Dale
(Name of Contact Person)

Smith Pachter McWhorter, PLC
(Firm/ Company)

8000 Towers Crescent Drive; Suite 900
(Address)

Vienna, Virginia 22182
(City/ State and Zip Code)

For further information concerning this matter, please call:

W. Stephen Dale at (703) 847-6300
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 OCT 28 PM 2:49

**Articles of Amendment
to
Articles of Incorporation
of**

Bouygues Civil Works Florida, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P07000098670

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

8000 Towers Crescent Drive
Suite 900
Vienna, VA 22182

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

8000 Towers Crescent Drive
Suite 900
Vienna, VA 22182

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____
(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>D</u>	<u>Marc Adler</u>	<u>47 Boulevard Vital Bouhot</u> <u>92200 Neuilly-sur-Seine</u> <u>France</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>D</u>	<u>Bernard Tarralle</u>	<u>33 Rue Jeanne d'Albret</u> <u>17000 La Rochelle France</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

(1) The aggregate number of shares which the Corporation shall have authority to issue is
increased to twenty thousand (20,000) shares from one thousand (1,000) shares. See attached
exhibit titled "Amendment to the Article of Incorporation" for full text.

(2) The power to alter, amend or repeal the By-laws of the Corporation shall be vested in the
Chairman of the Board of Directors and the shareholders of the Corporation. See attached
exhibit titled "Amendment to the Article of Incorporation" for full text.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares,
provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

N/A

The date of each amendment(s) adoption: October 24, 2008

Effective date if applicable: October 24, 2008
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 24 October 2008

Signature _____

(By a director, president or other officer, if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Christian Gazaignes

(Typed or printed name of person signing)

Chairman of the Board of Directors

(Title of person signing)

AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

BOUYGUES CIVIL WORKS FLORIDA, INC.

Pursuant to Florida Statutes Section 607.1006, and the company bylaws, Bouygues Civil Works Florida, Inc. adopts the following amendments to the Articles of Incorporation without shareholder action since such action was not required:

ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS

Article II of the Articles of Incorporation shall be amended as follows:

The principal office and mailing address of the Corporation are:

8000 Towers Crescent Drive
Suite 900
Vienna, Virginia 22182

ARTICLE IV – CAPITAL STOCK

Article IV of the Articles of Incorporation shall be amended as follows:

The aggregate number of shares which the Corporation shall have authority to issue is Twenty Thousand (20,000) shares of common stock, each share having a par value of \$1.00.

ARTICLE VIII – BY-LAWS

Article VIII of the Articles of Incorporation shall be amended as follows:

The power to alter, amend or repeal the By-laws of the Corporation shall be vested in the Chairman of the Board of Directors and the shareholders of the Corporation. The shareholders of the Corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE XI – INITIAL DIRECTOR

Article XI of the Articles of Incorporation shall be amended as follows:

The Board of Directors of the Corporation shall consist of three directors.

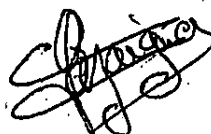
The directors, who will serve in accordance with the Corporation's Bylaws, shall be:

Christian Gzaignes - Chairman
54 Rue Remont
78000 Versailles France

Marc Adler
47 boulevard Vital Bouhot
92200 Neuilly-sur-Seine
France

Bernard Tarralle
33, rue Jeanne d'Albret
17000 La Rochelle France

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Incorporation as incorporator thereof and as Chairman of the Board of Directors to be effective as of the 24th day of October, 2008.



Christian Gzaignes,
Incorporator & Chairman of the Board of
Directors