

Division of Corporations

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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

D. WILLIS UTILITY CONSTRUCTION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Amended & Restated
Articles w/ NAME CHANGE

FAX AUDIT NO.: H99000024378 4

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
D. WILLIS UTILITY CONSTRUCTION, INC.

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SECRETARY OF STATE

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its shareholders and board of directors, hereby adopts the following Amended and Restated Articles of Incorporation of D. WILLIS UTILITY CONSTRUCTION, INC.:

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I. NAME AND ADDRESS.

The name of this corporation shall be PANTHER PERFORMANCE UNDERGROUND UTILITY CONSTRUCTION, INC. The principal business address of the corporation is 8184 Main Line Parkway, Fort Myers, Florida 33912. The mailing address of the corporation is 699 17th Street, Suite D, Vero Beach, Florida 32960.

ARTICLE II. TERM OF EXISTENCE.

This corporation was incorporated on September 2, 1997, and shall have perpetual existence thereafter.

ARTICLE III. PURPOSE.

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

ARTICLE IV. CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

ARTICLE V. REGISTERED AGENT & OFFICE.

The name of the registered agent of the corporation at its registered office, and the street address of its registered office, is as follows:

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NameAddress

DENNIS C. HILL

699 17th Street, Suite D
Vero Beach, Florida 32960ARTICLE VI. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1).

ARTICLE VII. PREEMPTIVE RIGHTS.

Every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII. BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE IX. INCORPORATOR.

The name and the address of the person signing these Amended and Restated Articles of Incorporation is as follows:

NameAddress

DENNIS C. HILL

699 17th Street, Suite D
Vero Beach, Florida 32960

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The foregoing Amended and Restated Articles of Incorporation restate and integrate or amend in accordance with Section 607.1006 the provisions of the corporation's Articles of Incorporation as theretofore amended, and there is no discrepancy between those provisions and the provisions of the Amended and Restated Articles of Incorporation.

Dated: 9/28, 1999

D. WILLIS UTILITY CONSTRUCTION, INC.

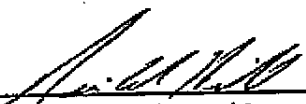
By: 
Dennis C. Hill, President

CERTIFICATE OF OFFICER

The undersigned officer of D. WILLIS UTILITY CONSTRUCTION, INC., certifies:

The foregoing Amended and Restated Articles of Incorporation of D. WILLIS UTILITY CONSTRUCTION, INC. were unanimously consented to in writing by the directors and shareholders entitled to vote with respect to the subject matter of said amendment and restatement on the 28th day of SEPTEMBER, 1999.

D. WILLIS UTILITY CONSTRUCTION, INC.

By: 
Dennis C. Hill, President