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ALLIANCE UTILITIES, INC.

Post Office Box 1552
Sebring, Florida 33871-1552
(941) 386-1322

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-01/19/99--01061--003
122.50 **78.75

January 8, 1999

ATTENTION: New Filing Section
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

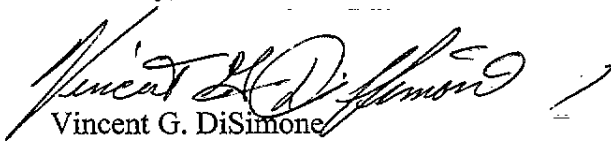
RE: **ALLIANCE UTILITIES, INC.**

Greetings:

Enclosed herewith please find Articles of Incorporation to be filed with the Secretary of State together with my check in the amount of \$122.50, payable to the Department of State, for the filing fee.

Your prompt attention to this matter will be appreciated.

Sincerely,


Vincent G. DiSimone
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 19 AM 8:35

R. Purinton JAN 22 1999

ARTICLES OF INCORPORATION
OF
ALLIANCE UTILITIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned incorporator(s), being an S Corporation duly licensed to render underground pipe installation and boring services, hereby form a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of the corporation shall be: ALLIANCE UTILITIES, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to:

- 1. Provide any and all underground pipe installation and boring.*
- 2. Transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation act, and as permitted under the laws of the State of Florida.*
- 3. Do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.*

ARTICLE III. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE IV. PRINCIPAL OFFICE.

The principal place of business of this Corporation shall be:

1204 Corvette Avenue
Sebring, Florida 33872

The mailing address of this Corporation shall be:

Post Office Box 1552
Sebring, Florida 33871-1552

ARTICLE V. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is: 1000 shares of common stock having a par value of \$1.00. Said stock shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS.

The name and address of the initial directors of this Corporation is:

Vincent G. DiSimone, President
146 South West 66th Avenue
Miami, Florida 33158

William Gallo, Vice President
P.O. Box 1552
Sebring, Florida 33871

ARTICLE VIII. INITIAL REGISTERED AGENT AND STREET ADDRESS.

The name and address of the initial registered agent is:

Vincent G. DiSimone
1204 Corvette Avenue
Sebring, Florida 33872
(941) 386-1322

The Board of Directors from time to time may move the Registered office to any other address in the State of Florida.

ARTICLE IX. INCORPORATOR(S).

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Vincent G. DiSimone
1204 Corvette Avenue
Sebring, Florida 33872

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of 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.

*The undersigned incorporator(s) has(have) executed these Articles of Incorporation this
8th day of JANUARY, 1999.*



Signature

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 19 AM 8:35

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

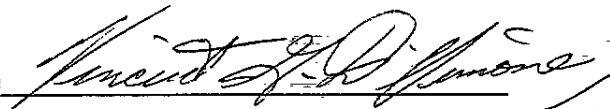
Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: **ALLIANCE UTILITIES, INC.**
2. The name and address of the registered agent and office is:

Vincent G. DiSimone
1204 Corveter Avenue
Sebring, Florida 33872

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

Signature



Date