

P02000058895

THOMAS E. CONE, JR., P.A.
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July 3, 2002

Dept. of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-07/08/02--01013--007
*****35.00 *****35.00

re: Restated Articles of Incorporation

Greetings:

Enclosed for filing please find restated articles of incorporation for Eagle Utility Construction, Inc.

Our check in payment of the \$35 filing fee is enclosed, as well.

If there's anything else you need to process this, please let me know.

Sincerely,


Thomas E. Cone, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 22 PM 4:00

Restated Art.

V SHEPARD JUL 24 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 16, 2002

THOMAS E. CONE, JR., P.A.
150-A WHITAKER RD.
LUTZ, FL 33549-7611

SUBJECT: EAGLE UTILITY CONSTRUCTION, INC.
Ref. Number: P02000058895

We have received your document for EAGLE UTILITY CONSTRUCTION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 002A00043757

THOMAS E. CONE, JR., P.A.
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July 18, 2002

Division of Corporations
ATTN: Susan Payne
P.O. Box 6327
Tallahassee, FL 32314

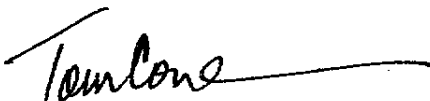
re: Eagle Utility Construction, Inc.
Document P02000058895

Dear Ms. Payne:

Thank you for agreeing to revisit the question of compliance with the certificate requirements of F.S. 607.1007(4) in this case.

It would be appreciated if the restated articles would be accepted for filing, since there are no amendments set forth within it, and it's been certified as such by the sole Director.

Sincerely,

A handwritten signature in black ink, appearing to read "Tom Cone", with a long horizontal flourish extending to the right.

Thomas E. Cone, Jr.

**RESTATED ARTICLES OF INCORPORATION
OF
EAGLE UTILITY CONSTRUCTION, INC.**
(Document No. P02000058895)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 22 PM 4:00

Pursuant to the provisions of section 607.1007, Florida Statutes, this Florida profit corporation restates its Articles of Incorporation, as follows:

ARTICLE I. NAME

The name of this corporation shall be EAGLE UTILITY CONSTRUCTION, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of its original Articles Of Incorporation by the Department of State, Division of Corporations, to wit: May 28, 2002. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in general utility construction contract work, and may engage in the transaction of any and all business activities otherwise permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 2000 shares of \$1 par value common stock par value shares of common capital stock.

ARTICLE V. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to

Restated Articles Of Incorporation Of Eagle Utility Construction, Inc.

purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VI. PRINCIPAL PLACE OF BUSINESS and INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 1. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Dennis Jetti
108 Raspberry Trail
Defuniak Springs, FL 32433

The Principal Place of Business of the Corporation is 108 Raspberry Trail, Defuniak Springs, FL 32433.

ARTICLE VII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VIII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 150-A Whitaker Rd., Lutz, FL 33549-7611.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Thomas E. Cone, Jr., Esq.

ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Thomas E. Cone, Jr., Esq., 150-A Whitaker Rd. Lutz, FL 33549-7611.

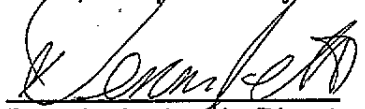
ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Dennis Jette, sole Director

-- Certificate

Pursuant to F.S. 607.1007(4), I hereby certify that the foregoing restated Articles of Incorporation do not themselves amend the Articles of Incorporation, filed May 28, 2002, and previously amended by Articles of Amendment dated June 17, 2002.


Dennis Jette, sole Director

Date signed: 6-25-02