

CODE OF BY-LAWS OF
PATRIOT ENGINEERING AND ENVIRONMENTAL, INC.

ARTICLE I
IDENTIFICATION

Section 1. Name. The name of the Corporation is Patriot Engineering and Environmental, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II
SHARES OF STOCK

Section 1. Consideration for Shares. The Board of Directors shall cause the Corporation to issue the shares of stock of the Corporation for such consideration as has been fixed by the Board.

Section 2. Payment for Shares. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, contracts for services to be performed, or other securities of the Corporation. Shares may be issued for promissory notes or promises to render services in the future, provided that the Corporation must report in writing to the shareholders the number of shares authorized to be so issued with or before the notice of the next shareholders' meeting. The determination of the Board of Directors as to the consideration to be received or received for shares is conclusive insofar as the adequacy of consideration for the issuance of shares relates to whether the shares are validly issued, fully paid and nonassessable.

Section 3. Certificates. Each holder of shares of the Corporation shall be entitled to a certificate signed (manually or in facsimile) by the President or a Vice President and the Secretary or an Assistant Secretary, setting forth the name of the Corporation and that it was organized under the laws of the State of Indiana. Each certificate shall be in a form, not inconsistent with the laws of the State of Indiana, as may be prescribed by the Board of Directors.

Section 4. Transfer of Shares. Shares of the Corporation shall be transferable only on the books of the Corporation, subject to any transfer restrictions imposed thereon by the Articles of Incorporation, these By-Laws, or any agreement among shareholders and the Corporation.

Section 5. Equitable Interests in Shares Need Not Be Recognized. The Corporation and its officers shall be entitled to treat the holder of record of any share or shares of stock of the Corporation as the holder in fact thereof, and accordingly shall not be required to recognize any equitable or other claim to or interest in such shares on the part of any other person or persons,

whether or not express notice thereof shall have been given the Corporation, except as expressly provided to the contrary by the laws of the State of Indiana, the Articles of Incorporation of the Corporation, or these By-laws.

Section 6. Closing of Transfer Books. The Transfer Books shall be closed for a period of ten (10) days prior to the date set for any meeting of shareholders, and during such period no new certificates of stock shall be issued by this Corporation and no change or transfer shall be made upon the records thereof.

ARTICLE III MEETINGS OF SHAREHOLDERS

Section 1. Annual Meetings. The annual meeting of the Shareholders for the election of Directors, and for the transaction of such other business as may properly come before the meeting shall be held in November of each year at the principal offices of the Corporation, or on such other date or at such other place as may be designated by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Shareholders may be called by the holders of twenty-five percent (25%) of the shares of the Corporation and upon delivery to each Shareholder of notice of the special meeting signed and dated by the Shareholders calling the special meeting. The record date for determining shareholders to demand a special meeting is the date the first shareholder signs the demand. Only business within the purpose or purposes described in the meeting notice may be conducted at the special shareholders' meeting.

Section 3. Notice of Meetings. Any notice required for a Shareholder meeting shall state the date, time and place of the meeting and, in the case of a special Shareholders meeting or when otherwise required by law, a description of the purposes for which the meeting is called and shall be delivered to each Shareholder of record entitled to vote at the meeting, at such address as appears in the records of the Corporation and at least two, but no more than 30, days before the date of the meeting.

Section 4. Waiver of Notice. A Shareholder may waive notice of any meeting, before or after the date and time of the meeting as stated in the notice, by delivering a signed waiver to the Corporation for inclusion in the minutes. A Shareholder's attendance at any meeting in person or by proxy (a) waives his objection to lack of notice or defective notice of the meeting, unless the Shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives his objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the Shareholder objects to considering the matter when it is presented.

Section 5. Voting by Proxy. A Shareholder may appoint a proxy to vote or otherwise act for the Shareholder pursuant to a written appointment form executed by the Shareholder of the Shareholder's duly authorized attorney-in-fact. An appointment of a proxy is effective when received by the Secretary or other officer or agent of the Corporation authorized to tabulate votes. The general proxy of a fiduciary is given the same effect as the general proxy of any other

Shareholder. A proxy appointment is valid for 11 months unless otherwise expressly stated in the appointment form. The appointment of a proxy is revocable by the Shareholder unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest as provided in Section 29-1-30-3 of the Act.

Section 6. Action by Consent. Any action required or permitted to be taken at a Shareholders' meeting may be taken without a meeting if the action is taken by all the Shareholders entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all of the Shareholders entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes.

Section 7. Presence. Any or all Shareholders may participate in any annual or special Shareholders' meeting by, or through the use of, any means of communication by which all Shareholders participating may simultaneously hear each other during the meeting. A Shareholder so participating is deemed to be present in person at the meeting.

Section 8. Conduct of Meetings. At any Shareholders' meeting, Shareholders owning a majority of the issued and outstanding shares of the Corporation (hereafter "Majority of Shares") shall preside or appoint a person to preside at the meeting and shall appoint a person to act as secretary of the meeting. The secretary of the meeting shall prepare minutes of the meeting which shall be placed in the minute books of the Corporation.

Section 9. Record Date. The Board of Directors may fix a record date for the purpose of determining the shareholders entitled to notice of a shareholders' meeting, to vote, or to take any other action; provided that such record date may not exceed seventy (70) days before the meeting or action requiring a determination of shareholders. In the absence of action by the Board of Directors to fix a record date as herein provided, the record date shall be the fourteenth (14th) day prior to the date of the meeting.

Section 10. Voting Lists. After a record date for a shareholders' meeting has been fixed, the Secretary shall prepare an alphabetical list of the names of all shareholders entitled to notice of such meeting, arranged by voting group and showing the address and number of shares held by each shareholder. The list shall be kept on file at the principal office of the Corporation or at a place identified in the meeting notice in the city where the meeting will be held, and shall be available for inspection upon demand by any shareholder entitled to vote at such meeting at any time during regular business hours, beginning five (5) days before the date of the meeting through the meeting. The list shall also be made open and available at the time and place of the meeting. The original stock register or transfer book, or a duplicate thereof shall be conclusive evidence as to who are the shareholders entitled to examine such list, or the stock ledger or transfer book, or to vote at any meeting of shareholders.

Section 11. Inspection Demand and List Use. A shareholder, or the shareholder's agent or attorney authorized in writing, is entitled on written demand to inspect and to copy the list, during regular business hours and at the shareholder's expense, during the period it is available for inspection, only if the shareholder: (a) makes a written demand in good faith and for

a proper purpose; and (b) describes with reasonable particularity the shareholder's purpose and the records the shareholder desires to inspect, which records must be directly connected with the shareholder's purpose. The use and distribution of any information acquired from inspection or copying the shareholders' list under the rights granted by this section are restricted solely to the proper purpose described with particularity and the shareholder, shareholder's agent or attorney and any other person who obtains the information shall use reasonable care to ensure that the restrictions imposed by Section 23-1-52-5 of the Act, as from time to time amended, are observed.

Section 12. Quorum. At any meeting of Shareholders, a Majority of Shares entitled to be cast on a matter at such meeting constitutes a quorum, and if a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless a greater number is required by law, the Articles of Incorporation or these By-Laws or other agreement among the Shareholders.

Section 13. Shareholder Rights. In addition to those rights granted Shareholders under the Act, the Shareholders shall have the following rights, except as otherwise provided in the Act, the Articles or these By-Laws:

(a) subject to and in accordance with Article IV, Sections 5 and 6, the right to elect and remove one or more of the Directors and, pursuant to Article V, Section 3, the right to remove officers;

(b) the right to amend the Articles and these By-Laws, provided that such amendment complies with the Act, the Articles and these By-Laws;

(c) the right to approve or disapprove the sale of more than one hundred (100) authorized but unissued Shares to then existing Shareholders or new subscribers in accordance with the provisions set forth in these By-Laws; and

(d) the right to approve by a 2/3 majority of the Shares, a merger of the Corporation, or the sale, exchange or other disposition of all or substantially all of the Corporation's property, when such merger, sale, exchange or other disposition is, or is part of, a single transaction or plan, and approval by the Board of Directors.

ARTICLE IV THE BOARD OF DIRECTORS

Section 1. Powers. All corporate powers shall be exercised by or under the authority of the Board of Directors, subject to any limitations contained in the Articles of Incorporation or these By-Laws.

Section 2. Number and Term of Office. The number of Directors on the initial Board of Directors shall be three (3). The number of Directors may thereafter be fixed or

changed from time to time by the Board of Directors. Each Director shall serve a three (3) year term. However, one (1) seat on the initial Board of Directors as determined by the Directors, shall be filled by a member serving an initial one year term and another seat of the initial Board of Directors as determined by the Directors, shall be filled by a member serving an initial two (2) year term. Each seat shall thereafter be filled for three (3) year terms and shall be filled at the annual meeting of Shareholders on the date on which the term has expired.

Section 3. Annual Meeting. Unless otherwise agreed upon, the Board of Directors shall meet each year immediately after the annual meeting of the Shareholders, at the place where such meeting of Shareholders has been held, for the purpose of election of Officers, and consideration of any other business that may be brought before the meeting. No notice shall be necessary for the holding of this annual meeting. If such meeting is not held as above provided, the election of Officers may be held at any subsequent meeting of the Board specifically called in the manner provided in Section 4.

Section 4. Other Meetings. Regular meetings of the Board of Directors may be held without notice pursuant to a resolution of the Board to such effect. Special meetings of the Board of Directors may be called by the President or by not less than a majority of the Directors. Notice of the time and place, either within or without the State of Indiana, of a special meeting shall be served upon or telephoned to each Director at least twenty-four hours, or mailed, telegraphed or cabled to each Director at his usual place of business or residence at least forty-eight hours, prior to the time of the meeting. Directors, in lieu of such notice, may sign a written waiver of notice either before, during or following the meeting. Attendance by a Director in person at any such special meeting shall constitute a waiver of notice unless the Director at the beginning of the meeting (or promptly upon the Director's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or consent to action taken at the meeting.

Section 5. Vacancies. Any vacancy occurring among the Directors shall be filled by a majority of the remaining Directors. A Director chosen to fill a vacancy shall serve the unexpired term of his predecessor in office. Any Director's position to be filled by reason of an increase in the number of Directors shall be filled in the same manner or by election at an annual meeting or at a special meeting of Shareholders called for that purpose by the Board of Directors. A Director chosen to fill a position resulting from an increase in the number of Directors shall hold office until the next annual meeting of Shareholders and until his successor has been duly elected and qualified. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 6. Removal of Directors and Officers. Subject to the provisions of the Act Shareholder's holding not less than two-thirds (2/3) the shares of the Corporation ("Super-Majority") may remove all or any lesser number of Directors with or without cause. A Super-Majority of Shareholders may also remove any officer with or without cause.

Section 7. Voice Communication. Any or all Directors may participate in any annual or special Director's meeting by or through the use of any means of communication by

which the shareholders participating may simultaneously hear each other during the meeting a Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 8. Quorum. A majority of the Directors elected and qualified, from time to time, shall be necessary to constitute a quorum for the transaction of any business except the filling of vacancies. The act of a majority of the Directors elected and qualified, from time to time, shall be the act of the Board of Directors, unless otherwise herein provided. A Director who is present at a meeting of the Board of Directors at which action on any Corporation matter is taken, shall be conclusively presumed to have assented to the action taken, unless (a) his dissent shall be affirmatively stated by him at and before adjournment of such meeting (in which event the fact of such dissent shall be entered by the secretary of the meeting in the minutes of the meeting), or (b) he shall forward such dissent by registered mail to the Secretary of the Corporation immediately after adjournment of the meeting. The right of dissent provided for by either clause (a) or (b) of the immediately preceding sentence shall not be available, in respect of any matter acted upon at any meeting, to a Director who voted at the meeting in favor of such matter and did not change his vote prior to the time that the result of the vote on such matter was announced by the chairman of such meeting.

Section 9. Action By Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board, and is evidenced by one (1) or more written consent describing the action taken, signed by each Director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken by the Board without a meeting is effective when the last Director signs the consent, unless the consent specifies a different prior or subsequent effective date. Any signed consent has the effect of a meeting vote, and may be described as such in any document.

Section 10. Committees. The Board of Directors may create one (1) or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one (1) or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. All rules applicable to action by the Board of Directors apply to committees and their members as well. The Board of Directors may specify the authority which a committee may exercise; except that a committee may not:

- (a) Authorize distributions, except a committee (or an executive officer of the Corporation designated by the Board of Directors) may authorize or approve a reacquisition of shares or other distribution if done according to a formula or method, or within a range, prescribed by the Board of Directors;
- (b) Approve or propose to shareholders action that must be approved by shareholders;
- (c) Fill vacancies on the Board of Directors or on any of its committees;

- (d) Amend the Articles of Incorporation except to the extent allowed by subsection (g) below;
- (e) Adopt, amend, or repeal By-Laws;
- (f) Approve a plan of merger not requiring shareholder approval; or
- (g) Authorize or approve the issuance or sale or a contract for sale of shares, or determine the designation and relative rights, preferences and limitations of a class or series of shares, except the Board of Directors may authorize a committee (or an executive officer of the Corporation designated by the Board of Directors) to take the action described in this subsection within limits prescribed by the Board of Directors.

Section 11. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors or between the Corporation and any firm of which one or more of its Directors are owners or employees or in which they are interested, or between the Corporation and any entity of which one or more of its Directors are owners, members, Directors, officers or employees or in which they are interested, shall be valid for all purposes notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve and ratify such contract or transaction by a unanimous vote of the Directors. This Section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE V

THE OFFICERS OF THE CORPORATION

Section 1. Officers. The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer. Any two or more offices may be held by the same person. The Board of Directors by resolution may create and define the duties of other offices in the Corporation and may elect or appoint persons to fill such offices, or leave such offices vacant in their discretion. Except to the extent that a Majority of Shares of the Shareholders may determine otherwise, the officers selected by the Board of Directors shall have the exclusive authority to sign agreements and other instruments on behalf of the Corporation.

Section 2. Term of Office. Each officer of the Corporation shall be elected by the Board of Directors at its annual meeting and shall hold office for a term of two (2) years and until a successor shall be duly elected and qualified.

Section 3. Removal. A Super-Majority of the Shareholders may remove any officer at any time with or without cause.

Section 4. Resignation. An officer may resign at any time by delivering written notice of resignation to the Board of Directors, its chairman, or the secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 5. Vacancies. Whenever any vacancies shall occur in any office by death, resignation, increase in the number of offices of the Corporation or otherwise, the same shall be filled by the Board of Directors at any meeting thereof, and the Officer so elected shall hold office until the next annual meeting of the Board of Directors and until his successor shall be duly elected and qualified.

Section 6. President. The President, who shall be chosen from among the Directors, shall be the chief executive officer of the Corporation and as such shall have general supervision of the affairs of the Corporation, subject to the control of the Board of Directors. Subject to the control and direction of the Board of Directors, the President may enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. In general, he shall perform all duties and have all the powers incident to the office of President, as herein defined, and all such other duties and powers as, from time to time, may be assigned to him by the Board of Directors. The President shall determine the compensation of all employees and officers.

Section 7. Vice Presidents. The Executive Vice President, if one has been appointed, and then the Vice Presidents in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, and Executive Vice President, if applicable, perform the duties and exercise the powers of the President. They shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time assign.

Section 8. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation and shall deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors. He shall upon request exhibit at all reasonable times his books of account and records to any of the Directors of the Corporation during business hours at the office of the Corporation where such books and records shall be kept; shall render upon request by the Board of Directors a statement of the condition of the finances of the Corporation at any meeting of the Board of Directors or at the annual meeting of the Shareholders; shall receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever; and in general, shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Directors. Unless and until the Board of Directors shall appoint a Treasurer, the duties of the Treasurer shall be performed by the President.

Section 9. Secretary. The Secretary shall keep or cause to be kept in the books provided for that purpose the minutes of the meetings of the Shareholders and of the Board of Directors; shall duly give and serve all notices required to be given in accordance with the provisions of these By-Laws and by the Act; shall be custodian of the records and of the seal of the Corporation; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him by the President or the Board of Directors.

Section 10. Assistant. The Assistant Secretary shall assist the Secretary of the Corporation in the performance of his duties and shall serve as Secretary in the absence thereof. In addition, the Assistant Secretary shall perform such other duties and have such other authority as may be directed and delegated by the President.

Section 11. Delegation of Authority. In case of the absence of any Officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such Officer to any other Officer or to any Director, for the time being.

Section 12. Voting Corporation's Securities. Unless otherwise ordered by the Board of Directors, the President and Secretary, and each of them, are appointed attorney and agent of the Corporation, and shall have full power and authority in the name and on behalf of the Corporation, to attend, to act, and to vote all stock or other securities entitled to be voted at any meetings of security holders of corporations, or associations in which the Corporation may hold securities, in person or by proxy, as a stockholder or otherwise, and at such meetings shall possess and may exercise any and all rights and powers incident to the ownership of such securities, and which as the owner thereof the Corporation might have possessed and exercised, if present, or to consent in writing to any action by any such other corporation or association. The Board of Directors by resolution from time to time may confer like powers upon any other person or persons.

ARTICLE VI CORPORATE BOOKS

Section 1. Place of Keeping, in General. The books and records of the Corporation shall be kept at the principal office of the Corporation.

ARTICLE VII ACCOUNTING AND RECORDS

Section 1. Records and Accounting. The fiscal year of the Corporation for financial reporting and for federal income tax purposes shall be the calendar year. The Corporation shall keep the following records and information at its principal office:

(a) A list with the full name and last known mailing address of each Shareholder and Director of the Corporation from the date of organization.

(b) A copy of the Articles of Incorporation and all amendments.

(c) Copies of the Corporation's federal, state and local income tax returns and financial statements for the three (3) most recent years, or if the returns and statements were not prepared, copies of the information and statements provided to or that should have been provided to the Shareholders to enable them to prepare their federal, state and local tax returns for the same period.

(d) Copies of these By-Laws and all amendments and copies of any written operating agreements no longer in effect.

Section 2. Access to Accounting Records. Each Shareholder, and the Shareholder's duly authorized representative, shall have the right, at the Shareholder's own expense, to inspect and copy the records of the Corporation at the principal office of the Corporation, upon reasonable request, during ordinary business hours.

Section 3. Accounting Decisions. All decisions as to accounting matters, except as otherwise specifically set forth herein, shall be made by the President. The President and Board of Directors may rely upon the advice of the Corporation's public accountants as to whether such decisions are in accordance with accounting methods followed for federal income tax purposes.

ARTICLE VIII CONTRACTS, CHECKS, NOTES, ETC.

Section 1. In General. All contracts and agreements authorized by the Board of Directors, and all checks, drafts, notes, bonds, bills of exchange and orders for the payment of money, shall, unless otherwise required by law, be signed by the President, unless otherwise determined by the Board of Directors.

ARTICLE IX AMENDMENTS

Section 1. Proposal of Amendments. Amendments to the Articles and/or this Agreement may be proposed in writing by a Majority of Shares of the Shareholders or any Director. If required by the Corporation, any such proposed amendment must be accompanied by an opinion of counsel as to the legality and effect on the Shareholders. Copies of any amendments proposed to be made pursuant to this Article IX shall be sent to all Shareholders.

Section 2. Amendments by Shareholders. A proposed amendment shall be voted upon at either an annual meeting or a special meeting of the Shareholders duly called for the purpose of voting on the amendment. Amendments shall be approved by a Majority of Shares of the Shareholders or they shall be deemed rejected. All amendments shall be set forth at length in writing and shall become effective as of the effective date set forth in such amendment, but only

upon the execution of such amendment by all Shareholders. Each Shareholder shall be provided with a copy of all fully executed amendments.

Section 3. Amendments by Directors. Notwithstanding any provision of these By-Laws, amendments to these By-Laws which, in the opinion of counsel to the Corporation, are necessary to maintain the status of the Corporation as taxable as a subchapter "S" corporation for purposes of Federal or state law or for other tax purposes, may be made by the Board of Directors without the necessity of a vote of the Shareholders.

ARTICLE X

INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

Section 1. Indemnification.

(a) Every person who is or was a director of the Corporation (as defined in Ind. Code §23-1-37-2) shall be indemnified by the Corporation against all liability and reasonable expenses (as such terms are defined in Ind. Code §§23-1-37-3 and 4) incurred by such person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because such person is or was a director of the Corporation, provided that such person is determined in the manner specified in Ind. Code §23-1-37-12 to have met the standard of conduct specified in Ind. Code §23-1-37-8. Subject to the requirements of Ind. Code §23-1-37-10, the Corporation shall advance to such person the reasonable expenses incurred by him or her in connection with any such action, suit or proceeding. Upon demand for indemnification or advancement of expenses, as the case may be, the Corporation shall proceed as provided in Ind. Code §23-1-37-12 to determine whether such person is entitled thereto. Every person who is or was an officer of the Corporation shall be indemnified, and shall be entitled to an advancement of expenses, to the same extent as if such person were a director.

(b) If the Corporation indemnifies or advances expenses to a director in connection with a proceeding by or in the right of the Corporation, the Corporation shall report the indemnification or advance in writing to the shareholders with or before the notice of the next shareholders' meeting as provided in Ind. Code §23-1-53-2(a).

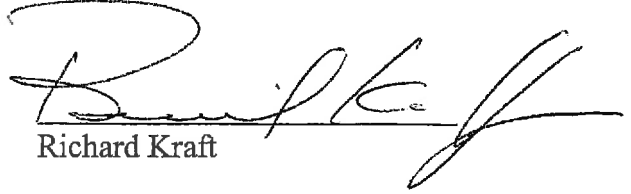
(c) Nothing contained in this Section 1 shall limit or preclude the exercise of any right provided under the Act, these articles of incorporation, the Corporation's bylaws, any general or specific action of the board of directors or the shareholders of the Corporation, or any contract relating to indemnification of or the advancement of expenses to any director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any director, officer, employee or agent.

The foregoing By-laws have been read and by signature below are hereby approved effective as of this 1st day of January, 2002.

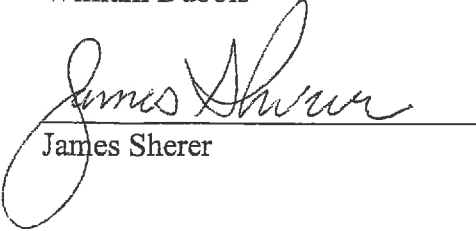
DIRECTORS



William Dubois



Richard Kraft



James Sherer