

ARTICLES OF INCORPORATION

OF

PATRIOT ENGINEERING AND ENVIRONMENTAL, INC.

RECEIVED  
INDIANA SECRETARY  
OF STATE

2002 JAN -2 PM 4: 22

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Indiana Business Corporation Law, Ind. Code §23-1-17 et seq., (such act, as amended from time to time, and its successors are hereinafter referred to as the "Act"), execute the following articles of incorporation.

ARTICLE I  
NAME

The name of the Corporation is Patriot Engineering and Environmental, Inc.

APPROVED  
AND  
FILED  
IND. SECRETARY OF STATE

ARTICLE II  
PURPOSES AND POWERS

Section 1. Purpose. The purpose for which the Corporation is formed is to transact any and all lawful business for which corporations may be incorporated under the Act.

Section 2. Powers. Subject to any limitation or restriction imposed by the Act, any other law, or any provisions of these articles of incorporation, the Corporation shall have:

- (a) the same capacity to act as possessed by natural persons and to do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation, and to do all other things incidental thereto or connected therewith which are not forbidden by law;
- (b) the power to carry out the purposes hereinbefore set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of any such state, territory, district or possession of the United States or by any such foreign country; and
- (c) the power to have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to corporations by the Act, and by the common law.

**ARTICLE III**  
**REGISTERED OFFICE AND REGISTERED AGENT**

**Section 1. Registered Office.**

The street address of the registered office of the Corporation located in Indiana is 111 Monument Circle, Suite 900, Indianapolis, Indiana 46204.

**Section 2. Registered Agent.**

The name of the Registered Agent whose business office is identical with the registered office is Gregory P. Cafouros.

**ARTICLE IV**  
**TERMS OF SHARES**

**Section 1. Number.**

The total number of shares which the Corporation has authority to issue is ten thousand (10,000).

**Section 2. Designation of Classes.**

All the authorized shares of the Corporation shall be of one class only and be designated common stock. The common stock of the Corporation shall in all respects entitle the holder to the same rights and preferences, and subject the holder to the same qualifications, limitations and restrictions as all other shareholders of common stock.

**Section 3. Issuance and Consideration.**

The common stock may be issued for such an amount of consideration as may be fixed from time to time by the board of directors.

**Section 4. Voting Rights.**

Subject to any specific restrictions imposed by the Act, at all times each holder of a share of common stock shall be entitled to cast one vote for each share of such stock outstanding in the shareholder's name on the Corporation's books on the specified record date on each matter upon which the shareholder is entitled to vote. At any meeting of shareholders, the holders of a majority of the shares entitled by these articles of incorporation to be voted on the business to be transacted at such meeting, represented thereat in person or by proxy, shall constitute a quorum. At any meeting of the shareholders at which a quorum is present, action on a matter (other than the election of directors) is approved if the votes cast favoring the action exceed the votes cast opposing, unless

a greater affirmative vote is required by the Act or these Articles of Incorporation. Notwithstanding the foregoing provisions, the following actions require the affirmative vote of a majority of the issued and outstanding shares entitled to vote on the proposed action, unless otherwise agreed by the shareholders:

- (a) authorization by the shareholders of indemnification and advances for expenses (Ind. Code §23-1-37-15);
- (b) amendments to the articles of incorporation which would give rise to dissenters' rights (Ind. Code §23-1-38-3(e)(1)), unless the board of directors acting pursuant to Ind. Code §23-1-38-3(c) requires a greater vote;
- (c) adoption of a plan of merger or share exchange (Ind. Code §23-1-40-3(e)), unless the board of directors acting pursuant to Ind. Code §23-1-40-3(c) requires a greater vote;
- (d) sale, lease, exchange or other disposition of all or substantially all of the corporate property other than in the usual and regular course of business (Ind. Code §23-1-41-2(e)), unless the board of directors acting pursuant to Ind. Code §23-1-41-2(c) requires a greater vote; and
- (e) voluntary dissolution of the Corporation (Ind. Code §23-1-45-2(e)), unless the board of directors acting pursuant to Ind. Code §23-1-45-2(c) requires a greater vote.

Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at which a quorum is present.

#### Section 5. Dividends.

The board of directors shall have the power to declare and pay dividends on the outstanding shares of common stock to the extent permitted by the Act.

#### Section 6. Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of the shares of the common stock of the Corporation shall be entitled, after due payment or provision for payment of the debts and other liabilities of the Corporation, to share ratably in the remaining net assets of the Corporation.

#### Section 7. No Preemptive Rights.

Shareholders shall have no preemptive rights to subscribe to or purchase any shares of common stock or other securities of the Corporation.

**ARTICLE V**  
**DIRECTORS**

**Section 1. Number.**

The initial board of directors is composed of three (3) members. The number of directors shall be specified by, or fixed in accordance with, from time to time, the bylaws of the Corporation. In the absence of a bylaw specifying or fixing the number of directors the number shall be the number specified herein for the initial board of directors. The bylaws may provide for staggering the terms of the directors.

**Section 2. Names and Post Office Addresses of the Directors.**

The name and post office address of the initial members of the board of directors of the Corporation is:

William Dubois  
6330 E. 75<sup>th</sup> Street, Suite 216  
Indianapolis, Indiana 46250-2700

Richard E. Kraft  
6330 E. 75<sup>th</sup> Street, Suite 216  
Indianapolis, Indiana 46250-2700

James T. Sherer  
6330 E. 75<sup>th</sup> Street, Suite 216  
Indianapolis, Indiana 46250-2700

**Section 3. Direction of Purpose and Exercise of Powers.**

The board of directors, subject to any specific limitations or restrictions imposed by the Act or these articles of incorporation, shall direct the carrying out of the purpose and exercise the powers of the Corporation, without previous authorization or subsequent approval by the shareholders of the Corporation.

**ARTICLE VI**  
**INCORPORATOR**

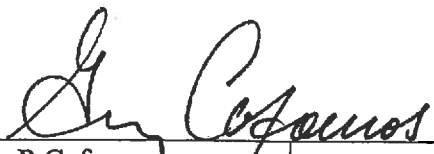
The names and post office address of the incorporator of the Corporation is:  
Gregory P. Cafouros, Kroger, Gardis & Regas, LLP, P. O. Box 44941, 111 Monument Circle, Suite 900, Indianapolis, Indiana 46244-0941.

**ARTICLE VII**  
**PROVISIONS FOR REGULATION OF BUSINESS**  
**AND CONDUCT OF AFFAIRS OF CORPORATION**

**Section 1. Amendments of Articles of Incorporation.**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the articles of incorporation or in any amendment hereto, or to add any provision to the articles of incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the Act, or by the provisions of any other applicable statute of the state of Indiana; and all rights conferred upon shareholders in the articles of incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator designated herein, execute these Articles of Incorporation this 1st day of January 2002, and affirm under penalties of perjury that the statements contained herein are true.

  
\_\_\_\_\_  
Gregory P Cafouros  
Kroger, Gardis & Regas, LLP