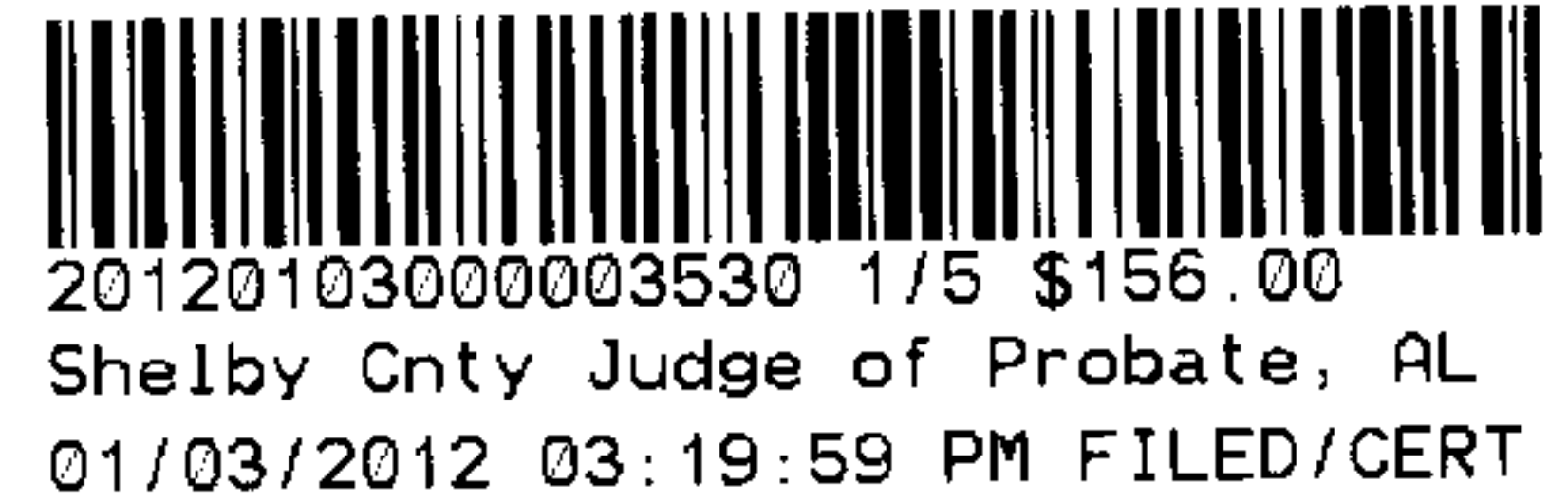


CERTIFICATE OF FORMATION

OF

mbe SALES & CONSULTING, LLC



Pursuant to the Provisions of Section 10A-5-1.01, *et seq.* of the Code of Alabama (1975), the undersigned hereby adopts the following Limited Liability Company *Certificate of Formation* (sometimes also referred to as "Articles of Organization").

ARTICLE I

Name

The name of the limited liability company is mbe Sales & Consulting, LLC (the "Company").

ARTICLE II

Duration

The Company shall be perpetual in duration, unless it is dissolved and its affairs are wound up in accordance with the Alabama Limited Liability Company Law (the "Law").

ARTICLE III

Purposes

The purposes for which the Company is formed are:

- (a) To buy, sell, manage, invest in, develop, or deal in any way with underground construction materials;
- (b) To buy, sell, offer, and provide things, machines, tools, components, and materials for the water and sewer markets.
- (c) To render to others, and to engage in the business of rendering to others, technical services, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which it may legally render;

A handwritten signature, possibly reading "H-T-M", is located in the bottom right corner of the document.

- (d) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (e) To act as agent, representative, or receiver of any person, firm, corporation, or instrumentality in respect to any lawful undertaking or transaction;
- (f) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporation, associations, partnerships, limited liability companies, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;
- (h) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; and
- (i) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

ARTICLE IV

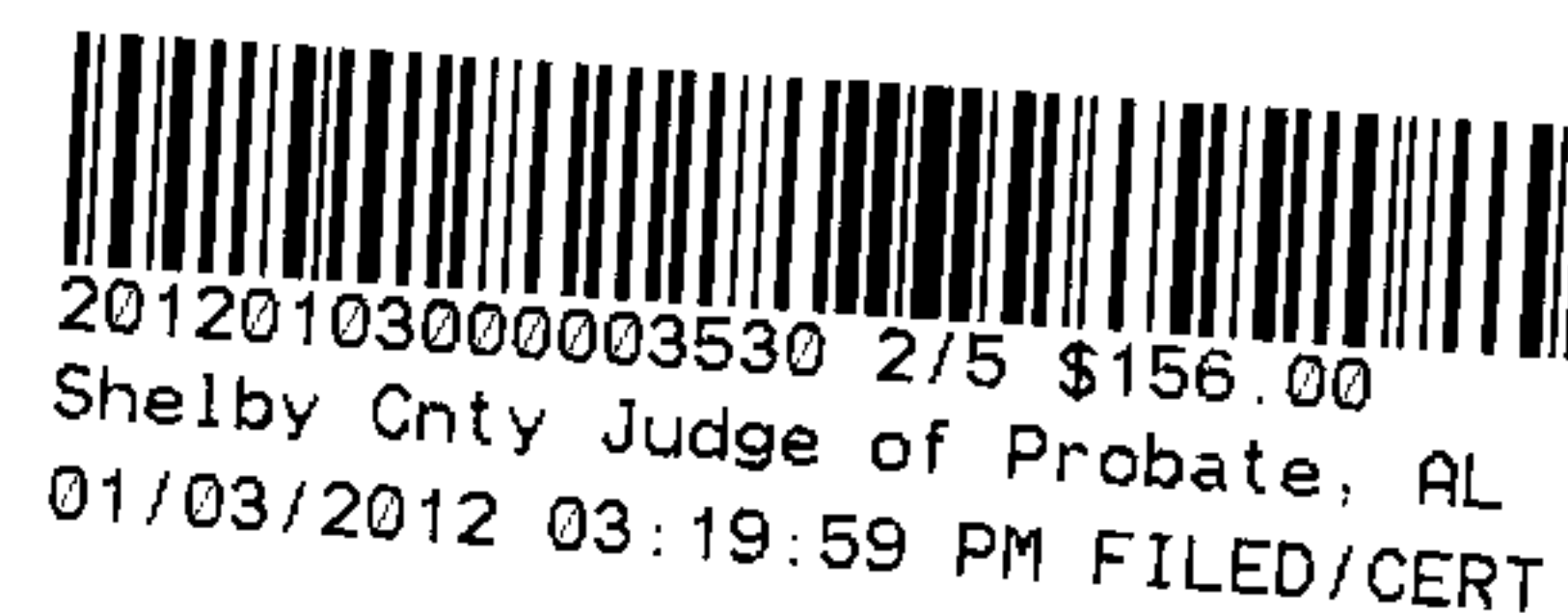
Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 735 Haycort Lane, Hoover, AL 35244, and its registered agent at such address shall be Henry T. Martin.

ARTICLE V

Initial Members (and Organizer)

The names and addresses of the initial members are:



HTM

Henry T. Martin
735 Haycort Lane
Hoover, AL 35244

Tom E. Brakefield
2061 Brae Trail
Birmingham, AL 35242

Thomas R. Elliott
2213 Covington Lane
Plano, TX 75093

The name and address of the organizer is:

Henry T. Martin
735 Haycort Lane
Hoover, AL 35244

ARTICLE VI

Admission of Additional Members

Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be set forth in the Company's Operating Agreement.

ARTICLE VII

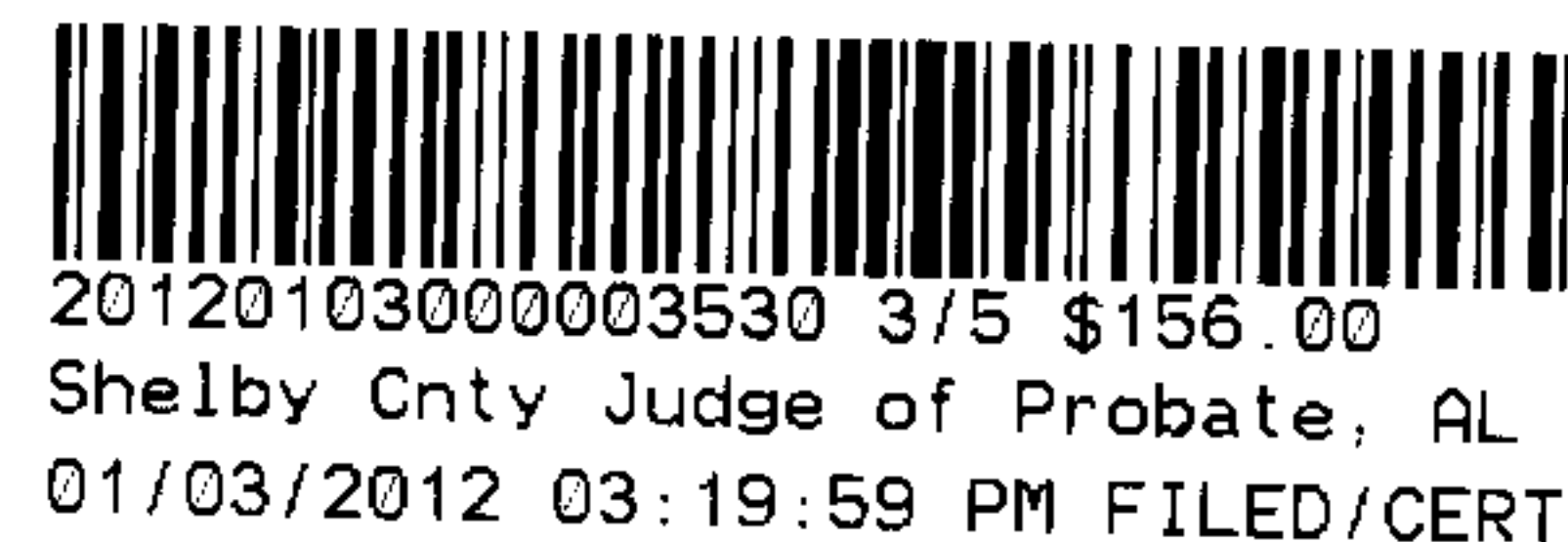
Cessation of Membership

The cessation of membership of one or more members will not result in the dissolution of the Company.

ARTICLE VIII

Initial Managing Member

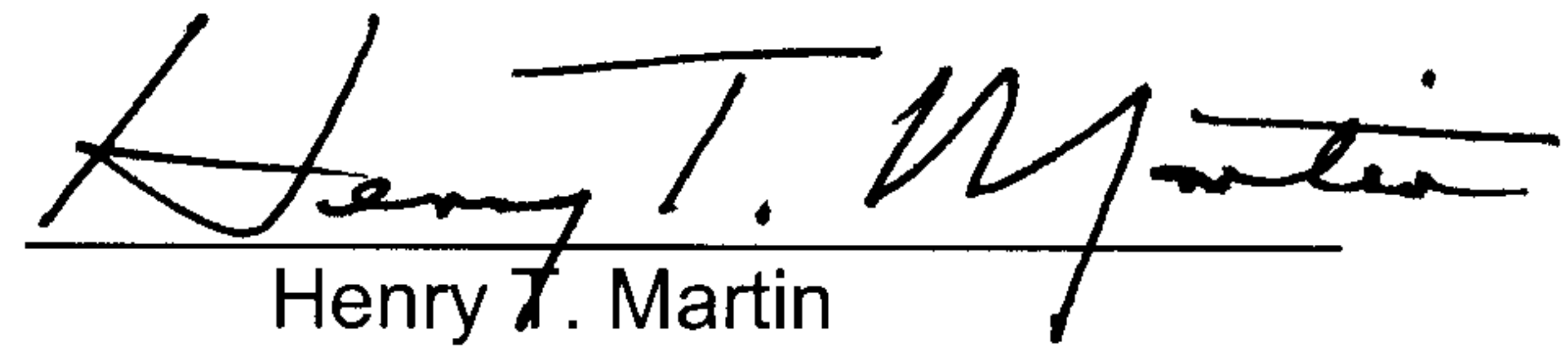
The name and address of the initial Managing Member is:



HTML

Henry T. Martin
735 Haycort Lane
Hoover, AL 35244

IN WITNESS WHEREOF, this Certificate has been subscribed on the 29th day of December, 2011 by the undersigned organizer, who affirms that the statements made herein are true under the penalties of perjury.


Henry T. Martin



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Shelby Cnty Judge of Probate, AL
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Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

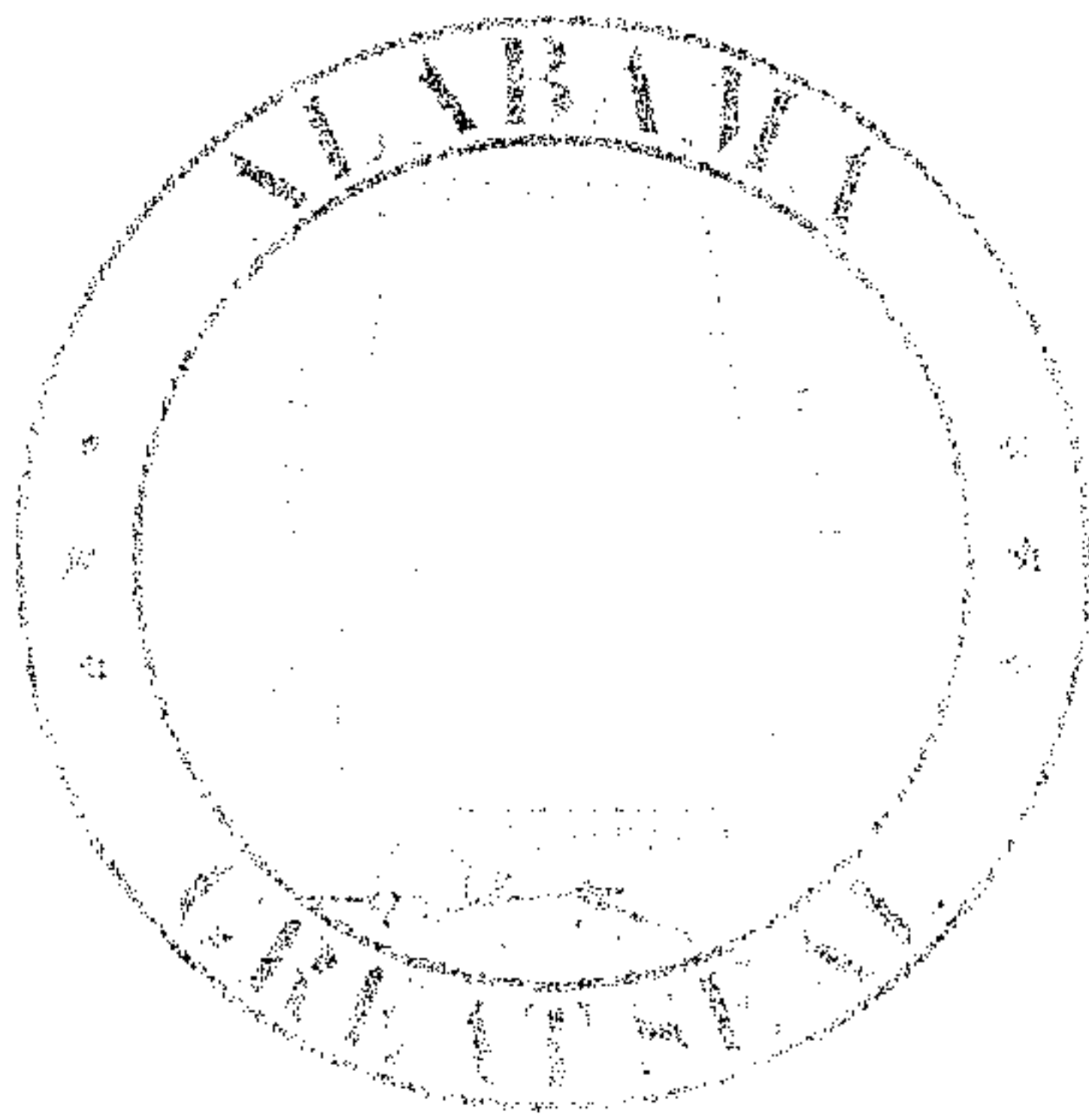
pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama
1975*, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

mbe Sales & Consulting, LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of Joseph W. Spransy, P. O. Box 430093, Birmingham, AL
35243 for a period of one hundred twenty days beginning December 15, 2011 and
expiring April 13, 2012.



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Shelby Cnty Judge of Probate, AL
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**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

December 15, 2011

Date

Beth Chapman

593-118

Beth Chapman

Secretary of State