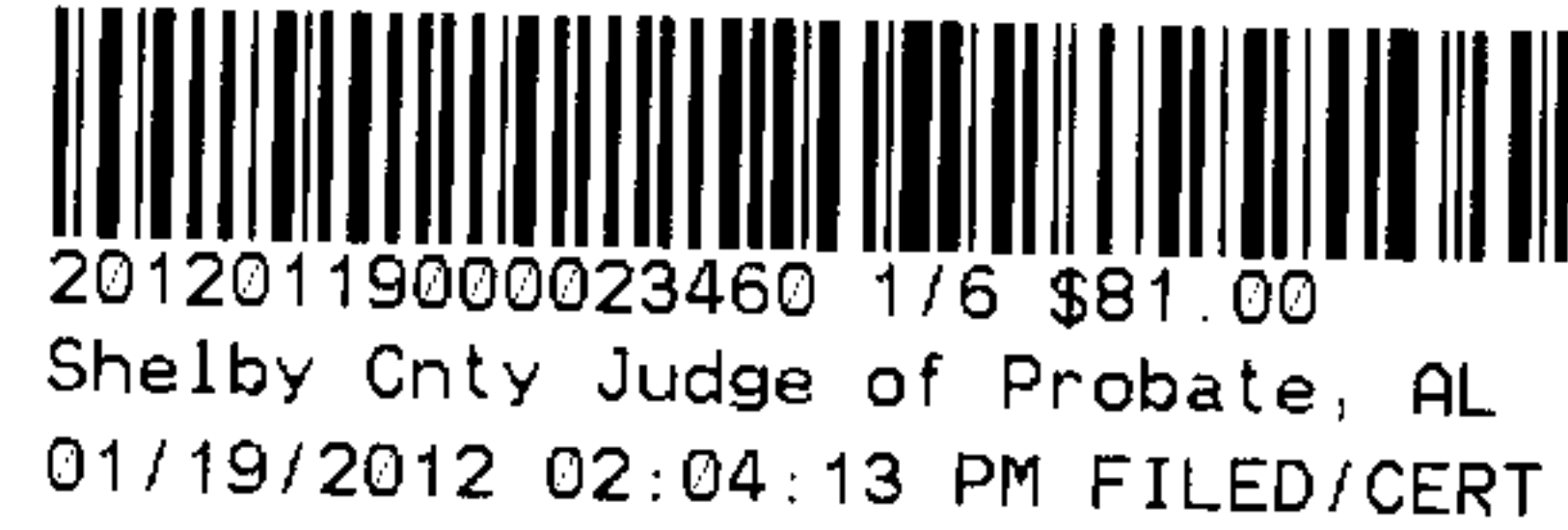


**FIRST AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
BLUE WATER EXCAVATING, LLC
(including name change)**

STATE OF ALABAMA)
)
COUNTY OF SHELBY)



TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of §§ 10A-1-3.15, 10A-1-3.16, 10A-1-3.17, 10A-1-3.18 and 10A-5-2.03 of the Alabama Business and Nonprofit Entity Code, the undersigned, as the sole member of Blue Water Excavating, LLC, an Alabama limited liability company (the “Company”), executes this first Amended and Restated Certificate of Formation of the Company:

The original Articles of Organization/Certificate of Formation of the Company were filed on September 21, 2004 with the Judge of Probate of Shelby County. They are hereby amended and restated as provided below:

1. The text of the previous Articles of Organization/Certificate of Formation, which were also the original Articles of Organization/Certificate of Formation of the Company, was as follows:

ARTICLE I

The name of the corporation: BLUE WATER EXCAVATING, LLC.

ARTICLE II

The duration of the Limited Liability Company is fifty (50) years.

ARTICLE III

The Limited Liability Company has been organized for the following purpose(s): The purposes of the Company are: Engage in the business of providing construction related services including but not limited to excavation and to engage in any other business or activity that now or hereafter may be necessary, incidental, proper, advisable, or convenient to accomplish the foregoing purposes (including, without limitation, obtaining financing therefor) and that is not forbidden by the law of the jurisdiction in which the Company engages in that business.

ARTICLE IV

The street address of the registered office: 150 Airpark Industrial Road, Alabaster, AL 35007 and the registered agent at that office: David E. Worsham.

ARTICLE V

The names and addresses of the initial member(s), and organizer(s): (1) David E. Worsham, 3145 Hwy 77, Columbiana, AL 35051 (2) Lyle D. Stephens, 4171 Orange Beach Blvd, Orange Beach, AL 36561.

ARTICLE VI

The Limited Liability Company is to be managed by managers. The names and addresses of the managers who are to serve until the first annual meeting of the embers or until their successors are elected and qualified are as follows: (1) David E. Worsham, 3145 Hwy 77, Columbiana, AL 35051 (2) Lyle D. Stephens, 4171 Orange Beach Blvd, Orange Beach, AL 36561.

ARTICLE VII

Admission of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

ARTICLE VIII

Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company.

Any provision that is not inconsistent with the law for regulation of the internal affairs of the Limited Liability Company is permitted to be set forth in the operatin agreement of the LLC.

2. The Certificate of Formation of the Company is hereby amended and restated in its entirety to read as follows:

I. The name of the entity is BlueWater Enterprises LLC, hereinafter referred to in this Certificate of Formation as the "Company."

II. The type of entity is a limited liability company.

III. The purpose for which the Company exists is the transaction of any and all lawful business which a limited liability company may transact, including any and all business activities which are related to marketing and selling electronics and related products.

IV. The location and mailing address of the registered office of the Company is 3245 Highway 77, Columbiana, AL 35051. The name of its initial registered agent at that address is David E. Worsham.

V. In addition to any applicable provisions of the Alabama Limited Liability Company Law then in effect, the members of the Company shall have the right to admit additional members to the Company in accordance with the terms and conditions of any applicable provisions of the Operating Agreement of the Company which may be in effect from time to time.

VI. Management of the Company shall be vested in one or more managers. The name and mailing address of the manager of the Company who shall serve as manager until his successor is elected and begins serving are as follows:


<u>Name</u>	<u>Address</u>
David E. Worsham	3245 Highway 77, Columbiana, AL 35051

3. Each amendment set forth herein has been made in accordance with the Alabama Business and Nonprofit Entity Code.

4. Each provision set forth in Section 1 above is deleted from the Company's Articles of Organization/Certificate of Formation. Each provision set forth in Section 2 above is added to the Company's Certificate of Formation.

5. Each amendment set forth herein has been approved in the manner required by the Alabama Business and Nonprofit Entity Code and the governing documents of the Company.


6. David E. Worsham, the sole member of the Company, has approved each amendment set forth herein.


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Shelby Cnty Judge of Probate, AL
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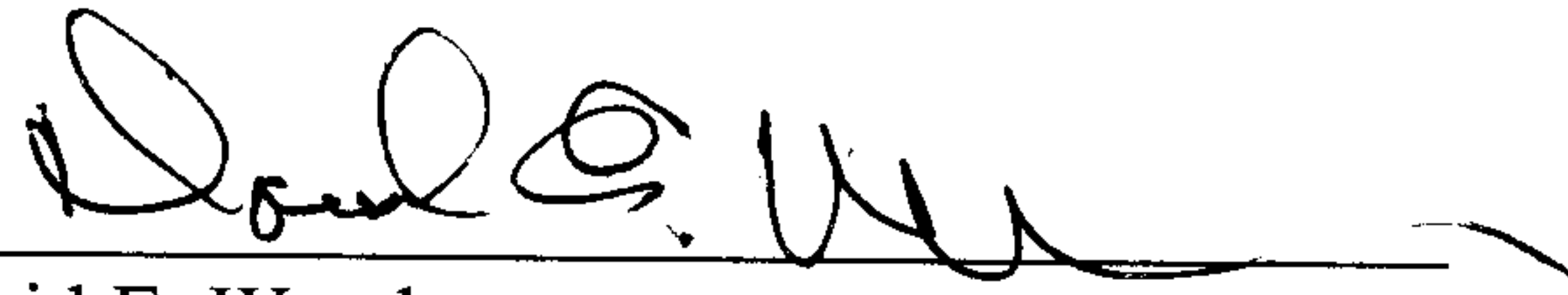
7. This Amended and Restated Certificate of Formation accurately states the text of the original Articles of Organization/Certificate of Formation that are being amended and restated, including any amendments thereto, as further amended by this Amended and Restated Certificate of Formation.

8. This Amended and Restated Certificate of Formation does not contain any other change in the original Articles of Organization/Certificate of Formation that are being restated, except for information omitted under subsection (b) of Section of § 10A-1-3.17 of the Alabama Business and Nonprofit Entity Code.

[Signature page follows]


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The undersigned, acting as the sole member of the limited liability company named herein, executes and delivers for recordation this First Amended and Restated Certificate of Formation as of the 19th day of January, 2012.



David E. Worsham
As the sole member of the Company



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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:

BlueWater Enterprises LLC

This domestic limited liability company is proposed to be formed in Alabama and
is for the exclusive use of David E. Worsham, 3145 Highway 77, Columbiana, AL
35051 for a period of one hundred twenty days beginning January 17, 2012 and
expiring May 16, 2012.



594-924

**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.**

January 17, 2012

Date

Beth Chapman

Beth Chapman

Secretary of State



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