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Trey Grayson
Secretary of State
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Commonwealth of Kentucky
Trey Grayson
Secretary of State

Statement of Change of Registered Office, Agent, or Both

Pursuant to the provisions of Chapters 271B or 273 of the Kentucky Revised Statutes, the undersigned hereby applies to change the registered office or registered agent, or both on behalf of

U S INFRASTRUCTURE, INC.

which is organized in the state of Alabama, and for that purpose submits the following statements:

1. Name of current registered agent

DEE ANNA MCGHEE

2. Registered agent is hereby changed to

Dirk Gowin

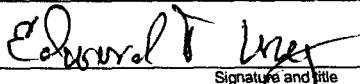
3. Address of current registered office

5655 RUSSELLVILLE ROAD
HOPKINSVILLE, KY 42240

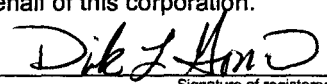
4. Registered office is hereby changed to

400 Blankenbaker Pkwy, Ste. 102
Louisville, KY 40243-1082

5. Signature of officer or chairman of the board


Signature and title
Edward T. Key, Sr. Vice President
Type or print name and title
Date 7/8/05

6. Consent of new agent

I consent to serve as the new registered agent on behalf of this corporation.

Signature of registered agent
DIRK L. GOWIN, ASSOCIATE
Type or print name and title, if applicable