

MODERN CONTINENTAL CONSTRUCTION CO., INC.

**Certification of Corporate Vote and Resolution
Actions Taken by the Board of Directors**

A meeting of the Board of Directors of Modern Continental Construction Co., Inc. (the "Corporation"), a Massachusetts corporation, was held on June 11, 2008 at 2:00 P.M. at the offices of Hinckley, Allen & Snyder LLP, 28 State Street, Boston, Massachusetts. Directors Massimo Marino and John Pastore attended the meeting in person, and Kenneth Anderson attended telephonically. Also present were Joel Lewin, Esq., Harold B. Murphy, Esq., Paul F. O'Donnell, III, Esq., and Jennifer Doran, Esq. The Secretary confirmed that the participant by telephone conference was able to hear and participate in the discussion and votes, and that a quorum was present.

Upon motion duly made and seconded, it was

VOTED: That the Corporation seek relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code");

VOTED: That John H. Pastore, the President of the Corporation (the "Authorized Officer"), be and hereby is authorized and directed to: (i) prepare and file on behalf of the Corporation a petition for relief under Chapter 11 of the Bankruptcy Code, (ii) execute on behalf of the Corporation such petition, schedules and statement as the Authorized Officer may deem necessary or appropriate in connection therewith, (iii) cause the Corporation to perform its functions and duties as a debtor in possession pursuant to the applicable provisions of the Bankruptcy Code, (iv) to take such steps on behalf of the Corporation as may be necessary and appropriate to the Corporation's reorganization effort (including, without limitation, the sale or other disposition of property other than in the ordinary course of business), (v) prepare and propose to creditors such plan as the Authorized Officer may deem to be feasible and in the best interests of the Corporation, (vi) file any pleadings appropriate or necessary for the Corporation to seek relief under any other chapter of the Bankruptcy Code, and (vii) execute such further documents and do such further acts as the Authorized Officer may deem necessary or appropriate with respect to the foregoing, including the delegation of such foregoing authority to other officers and employees of the Corporation; the

execution of any document of the doing of any act by the Authorized Officer in connection with such proceedings to be conclusively presumed to be authorized by this Resolution;

VOTED: That, subject to the approval of the Court having jurisdiction of the Corporation's Chapter 11 case, the Corporation, as debtor in possession or otherwise, employ as its bankruptcy counsel the law firm of Hanify & King, Professional Corporation, One Beacon Street, 21st Floor, Boston, Massachusetts 02108 at its standard hourly rates, subject to any power of said Court to determine their reasonable compensation and reimbursement of expenses, and to pay a retainer in connection therewith; and that the Authorized Officer is hereby authorized to enter into such agreements as may be necessary or appropriate to effect such retention; and

VOTED: That, subject to the approval of the Court having jurisdiction of the Corporation's Chapter 11 case, the Corporation, as debtor in possession or otherwise, employ as its special counsel to represent the Corporation in various current and/or future litigation, corporate, employment, construction and criminal matters relating thereto, the law firm of Hinckley, Allen & Snyder LLP, 28 State Street, Boston, Massachusetts 02109, and that the Corporation compensate such counsel at its standard hourly rates, subject to any power of said Court to determine their reasonable compensation and reimbursement of expenses, and to pay a retainer in connection therewith; and that the Authorized Officer is hereby authorized to enter into such agreements as may be necessary or appropriate to effect such retention; and

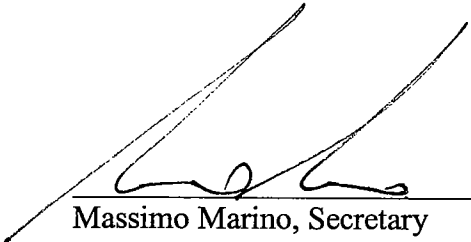
VOTED: That, subject to the approval of the Court having jurisdiction of the Corporation's Chapter 11 case, the Corporation, as debtor in possession or otherwise, employ as its financial advisors and accountants, the firm of UHY Advisors, N.E., LLC, 1500 West Park Drive, Westborough, Massachusetts 01581, and that the Corporation compensate UHY Advisors, N.E., LLC at its standard hourly rates, subject to any power of said Court to determine their reasonable compensation and reimbursement of expenses, and to pay a retainer in connection therewith; and that the Authorized Officer is hereby authorized to enter into such agreements as may be necessary or appropriate to effect such retention; and

There being no further business to transact at the Special Meeting, and upon motion duly made and seconded, it was

VOTED: To adjourn.

Adjourned as voted.

A true record.



Massimo Marino, Secretary