

P96000012996

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: All Phase Construction Company, Inc.
(Proposed corporate name - must include suffix)

600001709196
-02/07/96--201043--018
****131.25 ****131.25

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

Bobby E. Thomas

Name (printed or typed)

3445 Blackfoot Lane

Address

Middleburg, FL 32608

City, State & Zip

904-282-2897

Daytime Telephone number

FILED
96 FEB -7 AM 10:51
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FEB 12 1996 BSR

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF**

All Phase Construction Company, Inc.

FILED
96 FEB -7 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLES I. NAME

The name of the corporation Shall be:

All Phase Construction Company, Inc.

The principal place of business of this corporation shall be 3445 Blackfoot Ln.; Middleburg, FL 32608.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 3445 Blackfoot Ln.; Middleburg, FL 32068 and the name of the initial registered agent of the corporation at that address is Bobby E. Thomas.

ARTICLE V. BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time, by the By Laws.

The name and address of the person who is to serve as Director until his successor or successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Bobby E. Thomas	3445 Blackfoot Ln. Middleburg, FL 32068

ARTICLE VI. BY-LAWS

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VII. TERM OR EXISTENCE

The corporation is to exist perpetually.

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof at the price at which it is offered to others.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and that the corporation will file as an "S" Corporation.

ARTICLE X. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are;

<u>NAME</u>	<u>ADDRESS</u>
Bobby E. Thomas President	3445 Blackfoot Ln Middleburg, FL 32068

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Bobby E. Thomas
3445 Blackfoot Ln.
Middleburg, FL 32068

ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present, after notice in writing of the exact wording of the proposed amendment at two regularly scheduled meetings.

ARTICLE XIV. DISSOLUTION

In the event of dissolution, the assets of the Corporation shall be distributed to the stockholders.

IN WITNESS WHEREOF, I, the undersigned subscribing
incorporator, has hereunto set my/hand and seal this 2 day of
February, 1996 for the purpose of forming this corporation.

Bobby E. Thomas
Bobby E. Thomas

I hereby am familiar with and accept the duties and
responsibilities as registered agent for said corporation.

Bobby E. Thomas
Bobby E. Thomas

STATE OF FLORIDA
COUNTY OF CLAY

BEFORE ME, a Notary public duly authorized in the state and
county above named to take acknowledgments, personally appeared
Bobby E. Thomas to me well known to be the person described as
a subscriber in and who executed the foregoing Articles of
Incorporation, and he acknowledged before me that he executed and
subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state
named above this 2 day of February, 1996 .

Lynn Marie Kirkland
My commission expires:

April 21, 1998



LYNN MARIE KIRKLAND
MY COMMISSION # 00388411 EXPIRES
April 21, 1998
BONDED BY TROY FAH INSURANCE, INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: All Phase Construction Company, Inc.

2. The name and address of the registered agent and office is:

Bobby E. Thomas
(NAME)

3445 Blackfoot Lane
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Middleburg, FL 32608
(CITY/STATE/ZIP)

FILED
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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Bobby E. Thomas
(SIGNATURE)

2/5/96
(DATE)