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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Douglas Asphalt Company
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ted Madson
(Name of Person)

Douglas Asphalt Company
(Firm/Company)

P.O. Box 2320
(Address)

Douglas, GA 31534
(City/State/Zip)

REC'D
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Should you need to call someone concerning this matter, please call:

Ted Madson at (912) 384-8141
(Name of Person) (Area Code & Daytime Telephone Number)

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STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Douglas Asphalt Company
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Georgia 3. 58-1153967
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 27, 1971 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 101 N. Peterson Avenue, Suite 201
Douglas, GA 31533
(Current mailing address)
8. To engage in the retail and whole sale asphalt business; to engage in the paving and resurfacing of streets, driveways, parking lots, etc., and the right to buy, sell, rent or lease real or personal property.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

FILED IN STATUTES
SECTION OF CORPORATIONS
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9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

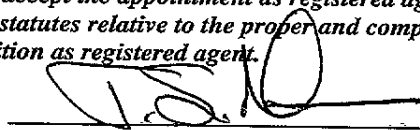
Name: T.S. Madson II, Esquire

Office Address: 3401 S.E. Hawthorne Road

Gainesville, Florida, 32609
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Joel Howard Spivey
Address: 12331 Highway 32 West
Ambrose, GA 31512

Vice Chairman: Ronnie A. Spivey
Address: 311 Barrington Road
Douglas, GA 31533

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Joel Howard Spivey
Address: 12331 Highway 32 West
Ambrose, GA 31512

Vice President: Ronnie A. Spivey
Address: 311 Barrington Road
Douglas, GA 31533

Secretary: Ronnie A. Spivey
Address: 311 Barrington Road
Douglas, GA 31533

Treasurer: Joel Howard Spivey
Address: 12331 Highway 32 West
Ambrose, GA 31512

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Joel Spivey
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joel Howard Spivey, President & Chairman, Board of Directors
(Typed or printed name and capacity of person signing application)

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 002140501
CONTROL NUMBER : H108005
DATE INC/AUTH/FILED: 12/27/1971
JURISDICTION : GEORGIA
PRINT DATE : 08/01/2000
FORM NUMBER : 211

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

DOUGLAS ASPHALT COMPANY
TED MADSON
POB 2320
DOUGLAS, GA 31534

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

DOUGLAS ASPHALT COMPANY
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox
Secretary of State