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September 5, 1995

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Florida Secretary of State
Attention: Foreign Qualifications
Section

Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

FEDERAL EXPRESS
AIRBILL NO.: 5164682762

Re: William E. Dailey, Inc.

Dear Sir or Madam:

Please find enclosed an Application by Foreign Corporation for Authorization to Transact Business in Florida, which has been completed by William E. Dailey, Inc., a Vermont corporation. Also enclosed is an original Certificate of Good Standing from the State of Vermont along with a check in the amount of \$70.00.

Please process this application as soon as possible. Thank you for your assistance.

Sincerely yours,

GATLIN & BIRCH, P.A.

Dean W. Birch
DEAN W. BIRCH, ESQUIRE

DWB/gdk

Enclosure

Copy to: Bob Cummings, Esquire (w/o Enclosure)
Michael J. Dailey (w/o Enclosure)

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SEP 15 1995
RECEIVED

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: William E. Dailey, Inc.
(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:

Michael J. Dailey
(Name of Person)

William E. Dailey, Inc.
(Firm/Company)

RR 1A, Box 51
(Address)

Shaftsbury, VT 05262
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Michael J. Dailey at (802) 442-9923
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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

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. William E. Dalloy, Inc.
(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. Vermont 3. 03-0191348
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. Sept 1954 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. September 1, 1995
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. RR 1A, Box 51
Shaftsbury, VT 05262
(Current mailing address)
8. See Attached
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Dean W. Birch, Esq.
Office Address: Gatlin & Birch, P.A.
Dixon Building
620 Twiggs Street
Tampa, _____, Florida, 33602
(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.

Dean W. Birch
(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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: William E. Dailey, III

Address: Ehrich Road

Shaftsbury, VT 05262

Director: Michael J. Dailey

Address: Airport Road

Shaftsbury, Vt 05262

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

President: William E. Dailey, III

Address: Ehrich Road

Shaftsbury, VT 05262

Vice President: Michael J. Dailey Richard J. Dailey Timothy J. Dailey

Address: Airport Road Paran Road Cold Spring Road

Shaftsbury, Vt 05262 No. Bennington, VT No. Bennington, Vt

05257 05257

Secretary: Michael J. Dailey

Address: Airport Road


Shaftsbury, Vt 05262

Treasurer: Michael J. Dailey

Address: Airport Road

Shaftsbury, Vt 05262

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

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

14. Michael J. Dailey Vice President/Secretary/Treasurer
(Typed or printed name and capacity of person signing application)

William E. Dalley, Inc.

FBI 03-0191348

(8) Corporate Purpose:

The production and distribution of cement-based, aggregate-based, asphalt, precast concrete products and ready-mixed concrete products. To purchase and dispose of property both real and personal.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein before setforth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part of parts thereof; PROVIDED the same be not inconsistent with the laws under which this corporation is organized.



STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

Certificate of Good Standing

I, James F. Milne, Secretary of State of the State of Vermont, do hereby certify that according to the records of this office

WILLIAM E. DAILEY, INC.

a corporation formed under the laws of the State of Vermont

was filed for record in this office on September 30, 1954

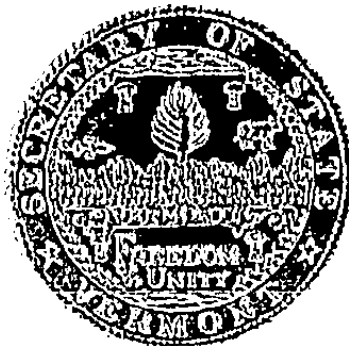
I further certify that the corporation has perpetual duration, that its most recent annual report is on file, and that articles of dissolution have not been filed.

August 30, 1995

*Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital*

James F. Milne

James F. Milne
Secretary of State



SECRET - 9-30-54
STATE OF VERMONT
OFFICE OF SECRETARY OF STATE
MONTPELIER, VERMONT