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ARTICLES OF INCORPORATION

OF

CANAL SERVICES CORP.

The undersigned hereby makes and subscribes to these Articles of Incorporation Intending to form a not-for-profit corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is CANAL SERVICES CORP.

ARTICLE II

The general nature of the business to be transacted by this Corporation is:

The operation and maintenance of certain pipes, pump stations, equipment, facilities, weirs, pumps, landscapes, drainage design and installation and other apparatus known as the Canal and Drainage Facilities.

The investment of funds in real estate, mortgages, stocks, bonds or any other type of investment.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, and other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of, merge, or consolidate with any other domestic corporation engaged in the same character of business.

The redemption, purchase, retention, sale and transfer of its own capital stock.

The creation of employee benefit plans and trusts incidental thereto.

While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida Statues, as presently in effect and as the may be amended from time to time in the future.

SECRETARY OF STATE
DIVISION OF CORPORATIONS

Article III

The aggregate number of shares which the corporation shall have the authority to issue shall be 10,000, \$1.00 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the corporation shall be 109 Tabby Lane, Ponte Vedra Beach, Florida 32082. The name of the corporation's initial registered agent if FRED W. MATTLIN.

ARTICLE V

The number of directors constituting the initial Board of Directors of this corporation is three (3). The names and street addresses of the initial directors of this corporation are:

<u>Name</u>	Address
KEVIN CAVANAUGH (President)	406 23 rd Street St. Augustine, Florida 32082
JASPER C. KIRKLAND (Vice President)	8940 MacArthur Ct. S. Jacksonville, Florida 32216
TERRI LOVEDAY (Secretary/Treasurer)	1513 Tanglewood Road Jacksonville Beach, Florida 32250

The initial directors may serve from time to time an may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

ARTICLE VI

The name and address of the incorporator is KEVIN M. CAVANAUGH, 406 23rd Street, St. Augustine, Florida 32084.

ARTICLE VII

It is the intention of the corporation to indemnify its officers, directors, employees and agents to the extent permitted by the Florida Statutes.

ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, them may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE IX

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE X

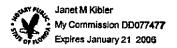
The corporation, its shareholders, or any combination of the corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this _____ day of August, 2002.

Incorporator

STATE OF FLORIDA) SS.
COUNTY OF ST. JOHNS)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements, personally appeared Kevin M. Cavanaugh, know to me to be the person described in and who executed the foregoing Articles of Incorporation of CANAL SERVICES CORP., and he acknowledged before me that he subscribed to these Articles of Incorporation.



Notary Public

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING THE AGEN UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statues, the following is submitted in compliance with said Act:

That CANAL SERVICES CORP., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named FRED W. MATTLIN as the person upon whom process may be served at the following address:

1900 Glades Road Suite 357 Boca Raton, Florida 33431

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Fred W. Mattlin

SECRETARY OF STATE
DIVISION OF CORPORATIONS