

LAW OFFICES

JOHN R. COOK

202 NW 5TH AVENUE
OKEECHOBEE, FLORIDA 34972
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P0000000 41259

April 18, 2000

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****122.50 *****78.75

Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

RE: SHAM-ROCK & SHELL PIT, INC.

Dear Sir,

Enclosed is our check representing the filing fee on
the above mentioned corporation.

If you have any questions please call or write.

Sincerely,

John R. Cook

John R. Cook

FILED
00 APR 21 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
4-25-00
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ARTICLES OF INCORPORATION
OF
SHAM-ROCK & SHELL PIT INC.

FILED
00 APR 21 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be: SHAM-ROCK & SHELL PIT INC.

ARTICLE II

The principal place of business of said corporation shall be in Okeechobee County, Florida, with the privilege of having branch offices at other places within the State of Florida, and within or without the United States of America, the street mailing address of said corporation being 6645 NE 304th St. Okeechobee, Florida.

ARTICLE III

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things hereinafter mentioned as freely and to the same extent as natural person might or could do, to-wit:

To 'engage' in 'an enterprise for profit, such enterprises including but not limited to contracting, and the mining, selling, transporting, spreading of shellrock, marl, or other materials as necessary to conduct the business; to borrow, loan, collect money and/or mortgage debts; to advertise and otherwise deal with the public or private sector to accomplish the foregoing; to hire or retain agents, employees, independent contractors; to enter into debts or other contracts as necessary to conduct the business; together with the authority to deal in goods and services attendant to such business, and any other act necessary to conduct said business; including such other transactions as necessary with local agencies, business's, governments or other regulatory entity to conduct the business; and all such additional functions reasonably calculated as necessary to carry on the general nature of the foregoing purpose and business.

ARTICLE IV

The amount of capital stock of this corporation shall be one hundred (100) authorized shares of \$1.00 par value.

ARTICLE V

This corporation shall have perpetual existence unless dissolved by the stockholders, or the State of Florida.

ARTICLE VI

The number of Directors of this corporation shall be not less than one, (1) unless otherwise changed by the By-Laws. The manner of election of the directors and officers shall be as stated in the by-laws, or by majority vote of all shareholders at the annual meeting of the Corporation if not otherwise set forth.

ARTICLE VII

The Incorporators, and first Board of Directors and officers of this corporation and the post office address of each, who shall hold office for the first year; or their successors are named, shall be:

HARRISON O'CONNOR
1000 S.W. 15th St.
Okeechobee, Florida 34972

President/Secretary
Incorporator/Director

EDWIN RUCKS
6645 N.E. 304th St.
Okeechobee, Florida 34972

Vice-President/Treasurer
Incorporator/Director

ARTICLE VIII

In accordance with Chapter 48.091, Florida Statutes, the above named corporation, SHAM-ROCK & SHELL PIT INC. has named JOHN R. COOK, located at 202 N. W. 5TH Avenue, Okeechobee, FL 34972, as its Registered Agent to accept service of process within the State of Florida.

ARTICLE IX

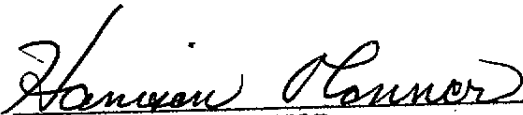
The stock of this corporation shall be of a single class, and the corporation shall otherwise be determined to qualify for an election for Subchapter S treatment under the Internal Revenue Code. The initial stock of this corporation shall be the issuance of 100 shares, divided as follows:

50 shares to HARRISON O'CONNOR

50 shares to EDWIN RUCKS

ARTICLE X

The corporation shall be structured so as to meet the Internal Revenue Regulations which would qualify this corporation for Subchapter S designation for taxation purposes upon application by the corporation.


HARRISON O'CONNOR
President/Secretary
Director/Incorporator

Edwin Rucks
EDWIN RUCKS
Vice-president/Treasurer
Director/Incorporator

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

I HEREBY CERTIFY that HARRISON O'CONNOR appeared before me,
and who is personally known to me, or who produced the following
identification: _____, and signed these Articles
of Incorporation as their free act and deed, on this 28 day of
February, 2000.

Robin Brock
NOTARY PUBLIC
My commission expires:

Robin Brock
printed notary name
Robin Brock
MY COMMISSION # CC722185 EXPIRES
March 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

I HEREBY CERTIFY that EDWIN RUCKS appeared before me, and who
is personally known to me, or who produced the following
identification: B200-262-41-162-0, and signed these articles of
incorporation as their free act and deed, on this 28 day of
January, 2000.
February

Robin Brock
NOTARY PUBLIC
My commission expires:

Robin Brock
Printed notary name



Robin Brock
MY COMMISSION # CC722185 EXPIRES
March 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF RESIDENT AGENT

I HEREBY ACCEPT the position of Resident Agent for service of
process upon the corporation.

John R. Cook
JOHN R. COOK

SWORN TO and SUBSCRIBED before me this 28 day of
February, 2000.

Robin Brock
NOTARY PUBLIC

My commission expires:

Robin Brock
printed notary name

RETURN TO:

John R. Cook P.A.
202 N.W. 5th Ave.
Okeechobee, Florida 34972
(941) 467-0297



Robin Brock
MY COMMISSION # CC722185 EXPIRES
March 5, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

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TALLAHASSEE, FLORIDA