

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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D & B Paine, Inc

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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

- Art of Inc. File \_\_\_\_\_
- \_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- \_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_ Courier \_\_\_\_\_

FILED  
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TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: LS Date: 8/11/00 Time: 10:11  
Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

T. Burch AUG 11 2000

**ARTICLES OF INCORPORATION**  
**OF**  
**D & R PRIME, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together, for the purpose of becoming a corporation, operating for profit by and under the provisions of the Statutes of the State of Florida appertaining and providing for the formation, liabilities, rights, privileges and immunities of a corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a corporation for profit and do hereby declare, state and certify:

**ARTICLE I**

The name of this corporation shall be **D & R PRIME, INC.**

**ARTICLE II**

The general nature of the business or businesses to be transacted by this corporation shall be to provide asphalt paving services, and:

1. To take, acquire, buy, hold, own, maintain, work, develop, sell, lease, convey, mortgage, hypothecate, exchange, improve and otherwise deal in and dispose of real and personal property or any interest or rights therein; to buy, sell, assign, convey, satisfy, release and cancel liens upon personal and real property; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, stocks, bonds, debentures and other negotiable instruments of whatsoever nature and to secure the same by mortgage or otherwise on property, real and personal.

2. To borrow money and contract debts necessary for the transaction of the business of the corporation, or for the exercise of its corporation rights, privileges and franchises or for any other lawful purpose; to issue bonds, promissory notes, stock, bills of exchange, debentures and other

obligations and the evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time or for any of the other objects of this business, and generally transact business concerning the same.

3. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stocks and bonds in other corporations.

4. To have one or more offices to conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and foreign countries without restriction as to place or amount.

5. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, contracts, patents, patent rights, licenses, inventions, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporations, domestic or foreign.

6. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation and any amendment thereof necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business or acts necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation, whether or not such business or acts are similar in nature to the purposes and objects set forth herein and any amendment hereof.

The foregoing paragraph shall be construed as enumerating both objects and powers of this corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers

shall not be held to limit or restrict in any manner the powers of this corporation and this corporation shall enjoy all the rights, privileges and immunities of a corporation operating for profit under and prescribed by the laws of the State of Florida appertaining to such corporations.

#### **ARTICLE III**

The amount of Capital Stock authorized shall consist of one thousand (1000) shares of common voting stock having a par value of One Dollar (\$1.00) per share. All of the authorized stock of this corporation shall be fully paid and non-assessable upon issue, and all such stock may be issued or disposed of for such consideration payable in cash, property, real or personal or mixed, labor and services, at a just valuation to be fixed by the Board of Directors of this corporation. The directors of this corporation, in any legal meeting, are authorized to issue and dispose of all or any part of the authorized stock of this corporation for such consideration aforesaid, at a valuation as the directors thereof deem equitable.

#### **ARTICLE IV**

The amount of capital with which this corporation will begin business is One Thousand and No/100 (\$1000.00) Dollars.

#### **ARTICLE V**

This corporation shall have perpetual existence unless sooner dissolved as may be directed by law.

#### **ARTICLE VI**

The principal place of business of said corporation in the State of Florida is: 905 30<sup>th</sup> Avenue West, Palmetto, Manatee County, Florida 34221. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

#### **ARTICLE VII**

This corporation shall have two (2) directors initially. The number of directors of this corporation may be increased or decreased from time to time by the Bylaws of this corporation, but

the number of directors shall never be less than one (1) nor more than three (3).

**ARTICLE VIII**

The names and post office addresses of the first Board of Directors and officers of this corporation who shall hold office for the first year of the existence of this corporation or until their successors are elected, and the respective offices which they will hold, are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>OFFICE</u></b>
RAY OXENDINE	905 30 <sup>th</sup> Avenue West Palmetto, FL 34221	President, Secretary, Director
DEWEY DURDEN	1010 13 <sup>th</sup> Street West Palmetto, FL 34221	Vice President, Treasurer

**ARTICLE IX**

These Articles of Incorporation may be amended in a manner provided therefor by the laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the voting stockholders of this corporation. Any question or motion or action of the voting stockholders of this corporation shall be decided by a majority vote of the stock entitled to vote thereon. The Bylaws of this corporation shall be promulgated, adopted, amended, changed or deleted by the voting stockholders of this corporation. The business affairs of this corporation shall be conducted by a Board of Directors and the directors thereof shall be elected at the annual meeting of the voting stockholders of this corporation. No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office or being a director or agent of this corporation. Vacancies in the officers and directors of this corporation shall be filled as prescribed in the Bylaws of this corporation. This corporation shall have and enjoy all of the rights, privileges and immunities of a corporation operating for profit under the laws of the State of Florida appertaining thereto at the time of the incorporation hereof and any amendments thereto. The number and nature of the offices in this corporation subsequent to the initial offices may be

increased, deleted or changed by the Bylaws of this corporation in keeping with the laws of the State of Florida appertaining thereto. Any action taken by the corporation may be ratified by a writing signed by all of the voting stockholders, thereby dispensing with the formalities of special and annual meetings of the stockholders and directors.

#### **ARTICLE X**

The street address of the initial registered office of this corporation is: 905 30<sup>th</sup> Avenue West, Palmetto, Florida 34221, and the name of the initial registered agent of this corporation is RAY OXENDINE.

IN WITNESS WHEREOF, the undersigned, each a natural person competent to contract, being the original subscribers of the capital stock of this corporation, as hereinabove set forth, and in pursuance of the laws of the State of Florida appertaining to the formation of a corporation for profit, do now subscribe, acknowledge and file these Articles of Incorporation, hereby declaring that the matters herein stated are true and they do respectively agree to take the number of shares of stock for the value of the consideration above set forth, and do accordingly set their hands and seals this 9<sup>th</sup> day of August, 2000.

Signed, Sealed and Delivered

In the Presence Of:

Janne Jussell Ray Oxendine (SEAL)  
RAY OXENDINE

D. Robert Hoyle  
As to the signature of SUBSCRIBER  
RAY OXENDINE

Signed, Sealed and Delivered

In the Presence Of:

Janne Jussell Dewey Durden (SEAL)  
DEWEY DURDEN

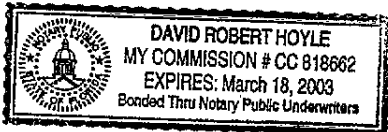
D. Robert Hoyle  
As to the signature of SUBSCRIBER  
DEWEY DURDEN

STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared RAY OXENDINE and DEWEY DURDEN, subscribers, who produced driver's licenses as identification and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 9 day of August, 2000.

David Robert Hoyle  
Notary Public  
State of Florida at Large



**CERTIFICATE OF REGISTERED OFFICE  
AND DESIGNATION OF REGISTERED AGENT**

In pursuance of Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

1. The Principal Office of D & R PRIME, INC., a corporation duly organized and existing under the laws of the State of Florida is: 905 30<sup>th</sup> Avenue West, Palmetto, Florida 34221

2. The Registered Office of this corporation is:

905 30<sup>th</sup> Avenue West, Palmetto, Florida 34221

3. The Registered Agent of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
RAY OXENDINE	905 30 <sup>th</sup> Avenue West Palmetto, Florida 34221

4. The name and address of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
RAY OXENDINE	905 30 <sup>th</sup> Avenue West Palmetto, Florida 34221
DEWEY DURDEN	1010 13 <sup>th</sup> Street West Palmetto, Florida 34221

**D & R PRIME, INC.**

By: Ray Oxendine  
Ray Oxendine - Subscriber

By: Dewey H. Durden  
Dewey Durden - Subscriber



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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT**


**OF**

**D & R PRIME, INC.**

Having been named a 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 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.

DATED: 8-9-00

  
\_\_\_\_\_  
Ray Oxendine  
Registered Agent