

P000000104069**TRANSMITTAL LETTER**

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
00 NOV -6 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800003442388--1**-10/27/00--01064--001*********70.00 *****70.00**

SUBJECT: P & L CONSTRUCTION, INC
Proposed Corporate Name

Enclosed are the original Articles of Incorporation, a designation of registered agent, and a check for \$70.00. Please return a copy of the Articles stamped with the filing date.

TO: LYNN HART
3075 LEON ROAD
JACKSONVILLE, FL 32246
(904) 646-1275

W-25960
JB
10-27
11-7



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 27, 2000

LYNN HART
3075 LEON RD.
JACKSONVILLE, FL 32246

SUBJECT: P & L CONSTRUCTION, INC.
Ref. Number: W00000025960

We have received your document for P & L CONSTRUCTION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Joey Bryan
Document Specialist

Letter Number: 900A00056234

**ARTICLES OF INCORPORATION
OF
P & L CONSTRUCTION MATERIALS, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE 1: NAME

The name of the Corporation shall be: **P & L CONSTRUCTION MATERIALS, INC**

ARTICLE 2: PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this Corporation shall be:
3075 LEON ROAD, JACKSONVILLE/FL 32246.

ARTICLE 3: SHARES

3.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1,000)** shares of common stock, each having the par value of **ONE DOLLAR (\$1.00)**.

3.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

3.3 The Board of Director(s) of the Corporation may authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.

3.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock, from time to time, by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

P & L CONSTRUCTION MATERIALS, INC
PAGE 2**ARTICLE 4: INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The name of the initial registered agent is **LYNN HART**, whose address is **3075 LEON ROAD, JACKSONVILLE/FL 32246**.

ARTICLE 5: NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 6: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

**LYNN HART
3075 LEON ROAD
JACKSONVILLE, FL 32246**

ARTICLE 7: SUB-CHAPTER S CORPORATION

7.1 The shareholders of this Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholder's shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

P & L CONSTRUCTION MATERIALS, INC
PAGE 3

ARTICLE 8: POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9: SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10: TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11: REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12: BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

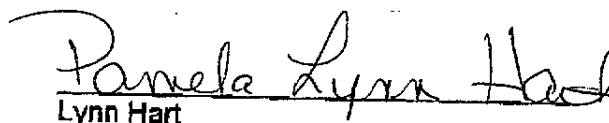
ARTICLE 13: EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval for the Secretary of State, State of Florida.

P & L CONSTRUCTION MATERIALS, INC
PAGE 4**ARTICLE 14: AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision of these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this
25 th Day of October, 2000.


Lynn Hart

10/25/00
Date

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

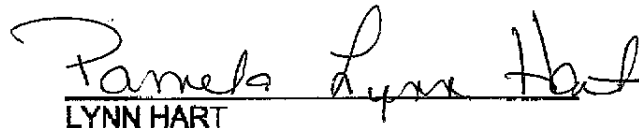
Pursuant to Florida law, the undersigned Corporation organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: **P & L CONSTRUCTION MATERIALS, INC**
2. The name and address of the registered agent is:

**LYNN HART
3075 LEON ROAD
JACKSONVILLE, FL 32246**

HAVING BEEN NAMED AS 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


LYNN HART

10/25/00
DATE