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Patricia Strickland Warren
Attorney at Law

205 Fourth Street S. E., Fort Walton Beach, Florida 32549
P. O. Box 218 Telephone 243-9153

December 4, 2000

Florida Department of State
Honorable Katherine Harris
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

ATTENTION: New Filings Section

In re: M. Thomas Construction, Inc.

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-12/06/00--01080--010
*****78.75 *****78.75

Dear Ms. Harris:

Enclosed herein please find the following:

1. An original and one (1) copy of the Articles of Incorporation of **M. Thomas Construction, Inc.**, a corporation for-profit; the Articles of Incorporation designate a registered agent and acceptance of the registered agent is included therein.
2. A check, drawn upon my trust account, in the amount of \$78.75; said check represents the fees necessary for filing Articles of Incorporation and the Designation and Acceptance by Registered Agent. Please send me a certified copy of the Articles of Incorporation after they have been filed and the corporation assigned a document number.

I thank you for your consideration of the above related matters...

Yours truly,

Patty Warren
(Mrs) Patricia Strickland Warren

PSW: rb
Enclosures: a/s
cc: client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-12

ARTICLES OF INCORPORATION
OF
M. THOMAS CONSTRUCTION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is M. THOMAS CONSTRUCTION, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business of the corporation and the objects and purposes proposed to be transacted and promoted or carried on by it are as follows:

a. Engage in any and all business activities legal in the State of Florida.

b. To buy, sell, lease, own, improve, mortgage or otherwise acquire, hold and dispose of land and property, real, personal or mixed, for the purposes of engaging in any activity or business permitted under the laws of the United States and of this state or nation.

c. To buy, sell, lease, own, improve, mortgage, develop or otherwise deal in lands and property, real, personal and mixed of all kinds and natures, as well as chattels, choses in action, notes, and to carry on any business, trade or mercantile activity

incidental thereto or connected therewith and to maintain any kind of and all services and facilities incident, suitable and convenient thereto, and engage in any business which may be profitable to the operation of this corporation, not in conflict with the laws of the State of Florida, the United States, or any other state in which this corporation engages in interstate commerce.

d. To purchase, lease, exchange, and otherwise acquire any and all rights, permits, privileges, franchises, licenses, trademarks, patents and concessions suitable and convenient for the purposes of this corporation.

e. To conduct and transact in any of the States, Territories, Colonies, or Dependencies of the United States and in any and all foreign countries, to have one or more officials therein and therein hold, purchase, mortgage and to convey real and personal property without limit or restriction except as imposed by local laws.

f. To endorse, assume, insure or guarantee any contract, obligation, bond, note, mortgage or other evidence of indebtedness.

g. To acquire by purchase, original subscription or otherwise, stocks, bonds, or other obligations or any persons, firms, corporations, partnerships or unincorporated associations, and to guarantee, hold, hypothecate, or dispose of the same. The corporation may form a merger or consolidate with a corporation incorporated under the laws of this jurisdiction or any other

jurisdiction wherever any may enter into general or limited partnerships, joint ventures, syndicates or other business forms in order to carry out the purposes of the corporation.

h. To enter into contracts and to borrow money, with or without security; to execute mortgages and collateral trust indentures, and to execute and issue bonds, mortgages, notes, certificates and collateral trust notes secured by all or any of the assets of the corporation.

i. The corporation shall possess all of the rights, powers and privileges granted corporations under the laws of the State of Florida and any state in which said corporation shall operate. Said power shall include but not be limited to the power to indemnify directors, officers, employees and agents for any liability which may be imposed upon any of them as a result of so serving.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 of common stock having a nominal or par value of \$1.00 per share, which such stock shall have the entire voting power of this corporation.

This stock may be issued by the corporation from time to time to such persons, firms or corporations as the majority of the Board of Directors may indicate. The consideration to be paid for such stock shall be determined by the majority of the Board of Directors from time to time, and shall be paid in lawful currency of the

United States, or may be paid in property, past services, or other consideration determined by the majority of the Board of Directors to be at least equal to the value of the shares issued thereof.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually, which said existence shall commence on the date of issuance of this corporation charter.

ARTICLE V. ADDRESS

The initial post office address of this corporation is

85 Stinnett Road
Panama City Beach, Florida 32413

ARTICLE VI. REGISTERED OFFICE

The street address of the registered office of this corporation is 85 Stinnett Road, Panama City Beach, Florida, 32413.

ARTICLE VII. REGISTERED AGENT

The initial registered agent of this corporation is Donna L. Thomas, 85 Stinnett Road, Panama City Beach, Florida, 32413.

ARTICLE VIII. BOARD OF DIRECTORS

The corporation will be managed by a Board of Directors of the corporation. The initial board shall consist of two (2) directors, whose names and addresses are as follows:

Marion E. Thomas
85 Stinnett Road
Panama City Beach, FL 32413

Donna L. Thomas
85 Stinnett Road
Panama City Beach, FL 32413

The number of directors shall be fixed, as in the manner provided therein, by the By-Laws of this corporation, which may increase or decrease the number of members of said Board, but in no case shall the Board of Directors be less than one (1) director.

ARTICLE IX. INITIAL OFFICERS AND SUBSCRIBERS

The name and post office address of the President and Vice-President/Secretary/Treasurer, and the names of the subscribers of the Articles of Incorporation are:

President: Marion E. Thomas
85 Stinnett Road
Panama City Beach, FL 32413

Vice-President/Secretary/Treasurer: Donna L. Thomas
85 Stinnett Road
Panama City Beach, FL
32413

ARTICLE X. AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII. BY-LAWS

Both the Officers and/or the Shareholders shall have the power to adopt, alter, amend or repeal the by-laws of this corporation.

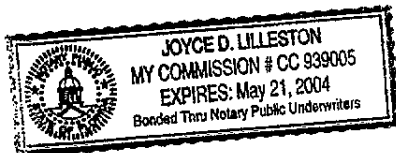

MARION E. THOMAS

STATE OF FLORIDA
COUNTY OF OKALOOSA

This day personally appeared before me MARION E. THOMAS, who is personally known to me X or who produced as identification: _____ and known by me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same and subscribed to the same for the purposes therein stated.

WITNESS my hand and official seal this 27 day of NOVEMBER, 2000.


NOTARY PUBLIC




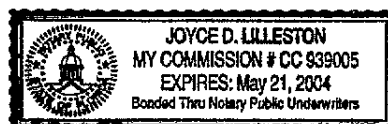

DONNA L. THOMAS

STATE OF FLORIDA
COUNTY OF OKALOOSA

This day personally appeared before me DONNA L. THOMAS, who is personally known to me X or who produced as identification: _____ and known by me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same and subscribed to the same for the purposes therein stated.

WITNESS my hand and official seal this 27 day of NOVEMBER, 2000.


NOTARY PUBLIC

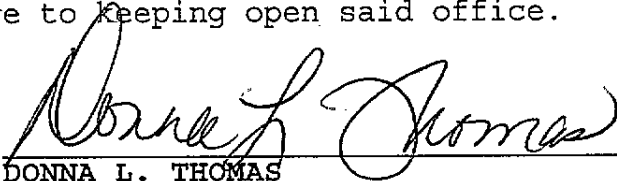


CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: First: That M. THOMAS CONSTRUCTION, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in Fort Walton Beach, Florida, designates as its agent to accept service of process within this State, DONNA L. THOMAS, at the following address: 85 Stinnett Road, Panama City, Florida, 32413.

ACKNOWLEDGMENT

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


DONNA L. THOMAS

FILED
00 DEC -6 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA