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Ernie Jones, Esquire

Law Office Of
ERNIE JONES

1958 East Edgewood Drive
Lakeland, Florida 33803
Telephone: 941/680-1019
Fax: 941/682-2215
E-Mail: joneslaw@gte.net

December 7, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Athearn Earth & Gravel, Inc.

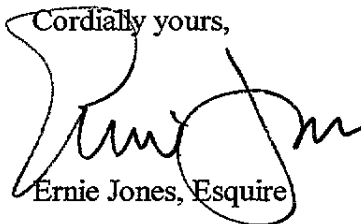
Dear Sir:

Enclosed you will find Articles of Incorporation regarding the above corporation to be filed and one copy to be returned to me.

Further enclosed is my check in the sum of \$70.00 representing the following:

| | |
|---------------------------------|---------|
| Filing Fee For Corporation | \$35.00 |
| Filing Fee For Registered Agent | \$35.00 |

Cordially yours,


Ernie Jones, Esquire

EJ/mc

Enclosures

Copy To: Mr. Robert Athearn
W. J. Kelley Management Services, Inc.
Valiant Incorporated, Inc.

FILED
00 DEC 11 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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D. BROWN DEC 14 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ATHEARN EARTH & GRAVEL, INC**

ARTICLE I – NAME

The name of this corporation is ATHEARN EARTH & GAVEL, INC. and the business address of this corporation is 223 Anne Circle, Lakeland, Florida 33713.

ARTICLE II – PURPOSE

This corporation is organized for the following purposes:

Trucking and any other lawful business.

ARTICLE III – DURATION

This corporation shall have perpetual existence.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: 1958 East Edgewood Drive, Lakeland, Florida, 33803, and the name of the initial registered agent of this corporation at that address is Ernie Jones, Esquire.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This corporation shall have two director initially. The number of directors may be increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors of this corporation are:

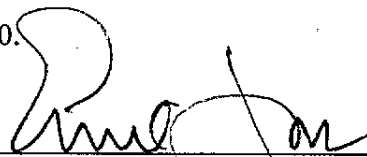
Sharon Grant
1486 Johnson Road
Auburndale, Florida 33823

Robert Athearn
223 Anne Circle
Lakeland, Florida 33813

ARTICLE VII – INCORPORATOR

The name of the person signing these Articles of Incorporation is: Ernie Jones, Esquire, 1958 East Edgewood Drive, Lakeland, Florida, 33803.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 6th December, 2000.



ERNIE JONES, ESQUIRE
Registered Agent

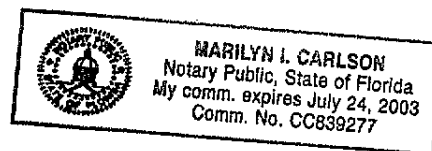
STATE OF FLORIDA
COUNTY OF POLK

I hereby certify that on this day before me an officer duly authorized to administer oaths and take acknowledgments, personally appeared Ernie Jones, whose signature is being notarized, who is personally known to me, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Lakeland, Polk County, Florida, this the _____ day of December, 2000..



NOTARY PUBLIC
Marilyn L. Carlson



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UOPN WHOM PROCESS MAY BE SERVED

FILED
00 DEC 11 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED;

THAT ATHEARN EARTH & GRAVEL, INC.

WITH ITS PLACE OF BUSINESS AT LAKELAND, FLORIDA

HAS NAMED ERNIE JONES, ESQUIRE

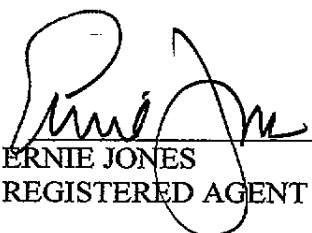
LOCATED AT 1958 EAST EDGEWOOD DRIVE

CITY OF LAKELAND, STATE OF FLORIDA, COUNTY OF POLK

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

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 I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACDEPT
THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA.

DATE 12/6/00


ERNIE JONES
REGISTERED AGENT