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January 16, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300003563243--6
-01/23/01--01003--002
***122.50 ***78.75

Re: Articles of Incorporation – A-PLUS Asphalt, Inc.

Dear Sirs:

Enclosed are the original and one (1) copy of the Articles of Incorporation and Designation of Registered Agent concerning the above-referenced matter.

Also enclosed is a check for \$122.50 to cover the filing fee.

Please return a certified copy of the Articles of Incorporation and Designation of Registered Agent to this office.

Thank you for your courtesies in this matter.

Cordially,



ANDREW M. CHANSEN

AMC:sh

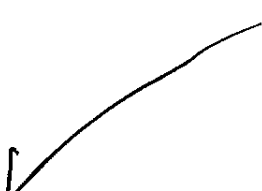
enc.

cc: Thomas Edward Potter

FILED
01 JAN 23 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
01-16-01

W01-1808
gr/24



ARTICLES OF INCORPORATION
OF
A-PLUS Asphalt, Inc.

ARTICLE I - NAME

The name of the corporation is:

A-PLUS Asphalt, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is: c/o Mr. Thomas Edward Potter, 1820 Tom-A-Toe Road, Boynton Beach, Florida 33426, and the name of the initial Registered Agent of this corporation is: Thomas Edward Potter, 1820 Tom-A-Toe Road, Boynton Beach, Florida 33426.

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The name and address of the initial Board of Directors of this corporation is:

Thomas Edward Potter
1820 Tom-A-Toe Road
Boynton Beach, Florida 33426

ARTICLE VIII - INCORPORATION

The name and address of the person signing these Articles is:

Thomas Edward Potter
1820 Tom-A-Toe Road
Boynton Beach, Florida 33426

ARTICLE IX - COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall commence on the date of Subscription and Acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of January, 2001.


THOMAS EDWARD POTTER

STATE OF FLORIDA

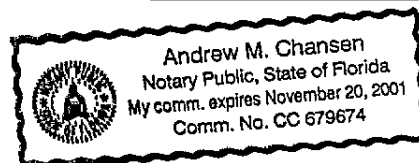
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this Fourth day of January, 2001, by THOMAS EDWARD POTTER, who is personally known to me and who did take an oath.


NOTARY PUBLIC

Notary's Printed Name _____
Serial # _____

My Commission Expires:



INDICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHO PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First -- That A-PLUS Asphalt, Inc., desiring to organize under the laws of
the State of Florida with its principal office, as indicated in the Articles of Incorporation
at City of Boynton Beach, FL 33426, County of Palm Beach, State of Florida, has named
Thomas Edward Potter, 1820 Tom-A-Toe Road, Lantana, Florida 33426, as its agent to
accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATING AGENT)

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

By:

Thomas Edward Potter
THOMAS EDWARD POTTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA