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February 1, 2001

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

DEPARTMENT OF COPORATIONS

DEPARTMENT OF STATE

PO BOX 6327

TALLAHASSEE, FL 32314

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*****78.00 *****78.00

To whom it may concern,

Enclosed please find Articles of Incorporation for Southgate Construction Company Inc.

(2 sets) along with a check in the sum of \$78.00.

Kindly mail the filed copy with document number directly to the registered agent.

Thank you.

Paul 2/16/01
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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

ARTICLES OF INCORPORATION

OF

Southgate Construction Company Inc.

ARTICLE I. NAME

The name of this corporation shall be Southgate Construction Company Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Article of Incorporation by the Department of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares of Capital Stock at \$1.00 (One Dollar) par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have

the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer
Restrictions Imposed By This Corporation's Articles Of
Incorporation, A Copy Of Which Is On File At This
Corporation's Principal Office."

ARTICLE VII. INITIAL OFFICERS

The number of directors on this corporation's Initial Officer's shall be 1. The number of officers may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. There will be no board of directors at the present time.

The name and address of each individual who shall serve as a member of the Initial officers are:

President

David Ray Sandidge

3001 Aloma Ave. #119 Winter Park, FL 32792.

Vice-President

David Ray Sandidge 3001 Aloma Ave. #119 Winter Park, FL 32792.

Secretary

David Ray Sandidge 3001 Aloma Ave. #119 Winter Park, FL 32792

Treasurer

David Ray Sandidge 3001 Aloma Ave. #119 Winter Park, FL 32792

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the physical address of this corporation's initial registered office shall be: 3001 Aloma Ave. #119 Winter Park, FL 32792.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: David Ray Sandidge at 3001 Aloma Ave. #119 Winter Park, FL 32792.

ARTICLE X. INCOPORATOR

The name of the individual who shall serve as this corporation's incorporator is: David Ray Sandidge.

ARTICLE XI. AMENDMENT

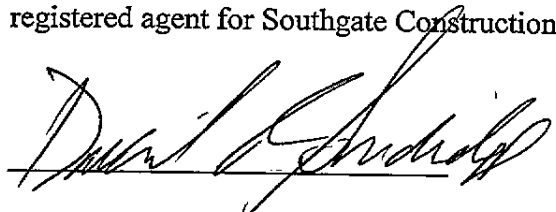
This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

A handwritten signature in black ink, appearing to read 'David R. Sandidge', is written over a horizontal line.

Incorporator

David Ray Sandidge.

I hereby accept my designation as resident agent and agree to serve as the resident agent of ORANGE I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Southgate Construction Company Inc.



Registered Agent

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