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May 21, 2001

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

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-05/29/01--01157--015
*****78.75 *****78.75

Re: Ground Works Plus, Inc.

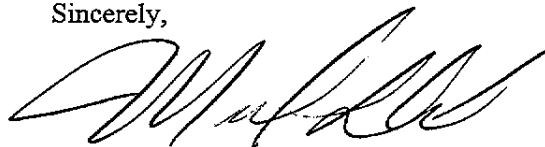
Dear Sir or Madam,

Enclosed is the original of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed a check in the amount of \$78.75, representing payment of the following:

Filing fee	\$ 35.00
Registered agent designation	\$ 35.00
Certificate of Status	\$ 8.75

Please file the enclosed Articles of Incorporation and return verification of incorporation to the undersigned. I wish to thank you in advance for your courtesies in this matter.

Sincerely,



Michael L. Dale, Esq.

MLD:jm
Enclosures
xc: Mrs. Betty Cusa

2001 MAY 29 PM 12:59
SECTION OF STATE
TALLAHASSEE FLORIDA

FILED
6/5/01

ARTICLES OF INCORPORATION
OF
GROUND WORKS PLUS, INC.

2001 MAY 29 PM 12: 59
- SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the "Florida Business Corporation Act" of the laws of the State of Florida.

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is GROUND WORKS PLUS, INC., with its principal office located at 902 SW Gaitor Avenue, Port St. Lucie, Florida.

ARTICLE II

Nature of Business and Powers

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock of ONE XX/100 (\$1.00) DOLLAR par value.

ARTICLE IV

Term of Existence

This Corporation shall commence its corporate existence upon the filing of these articles and shall exist perpetually thereafter or until it is dissolved according to law.

ARTICLE V

Registered Agent and Initial Registered Office

The Registered Agent and street address of the initial Registered Office of this Corporation in the State of Florida shall be:

MICHAEL L. DALE
5154 SE Federal Highway
Stuart, FL 34997

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

Incorporator

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

BETTY M. CUSA
902 SW Gaitor Avenue
Port St. Lucie, Florida 34953

ARTICLE VII

Indemnification

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

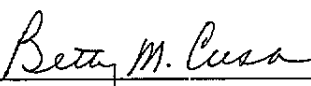
ARTICLE VIII

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and

approved at a Stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned as Incorporator has executed these Articles of Incorporation this 21 day of May, 2001.



BETTY M. CUSA, Incorporator

**CERTIFICATE OF DESIGNATING PLACE OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

2001 MAY 29 PM 12: 59

SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

That GROUND WORKS PLUS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Port St. Lucie, State of Florida, has named Michael L. Dale located at 5154 SE Federal Highway, City of Stuart, State of Florida, 34997 as its agent to accept service of process within Florida.

Betty M. Lucas
CORPORATE OFFICER

TITLE: Director

DATE: 5/21/01

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.

Michael L. Dale
REGISTERED AGENT

DATE: 5-21-01