

Pol0000061742

June 15, 2001

Division of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

Re: Tri-City Savings & Hauling, Inc.

200004429812--1
-06/19/01--01068--001
****122.50 *****78.75

Dear Sir/Madam:

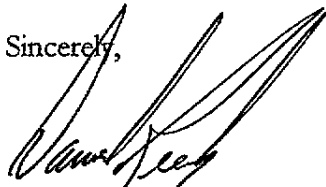
Enclosed are the original and one copy of the Articles of Incorporation for the above named proposed Florida Corporation. Also enclosed is a check for \$122.50 representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy Fee	52.50
Registered Agent Fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Please do not hesitate to contact me should you need additional information or should you have a problem with the enclosed Articles. Thank you in advance for your efforts in this matter.

Sincerely,



Daniel F. Reedy

FILED
01 JUN 19 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Onshore Construction & Development, Inc.
407 Commerce Way, Suite A-4
Jupiter, Florida 33458

gc 6/21

ARTICLE OF INCORPORATION

OF

Tri-City Shavings & Hauling, Inc.

FILED
01 JUN 19 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, desiring to form corporation for profit under the laws of the State of Florida, hereby execute these Articles of Incorporation for the purpose of providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

Name of Corporation

The name of this corporation shall be **Tri-City Shavings & Hauling, Inc.**

ARTICLE II

General Nature of Business

The general nature of the business to be transacted by this corporation shall be any and all lawful business for which corporations may be organized and incorporated under Chapter 607, Florida Statutes.

ARTICLE III

STOCK

The authorized capital stock of this corporation shall consist of 2000 shares of common stock having a par value of \$1.00 per share, said 2000 shares being the maximum number of shares which the corporation may issue and have outstanding at any time. All or part of the capital stock may be payable and paid for in property, real, personal, or mixed, or in labor or services, or in any other consideration, as may be determined. Any and all such shares so issued

shall be and constitute fully paid stock and not liable to any further call or assessment thereon, and the holder or holders of such shares shall not be liable for any further payment therefor or thereon.

ARTICLE IV

CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than \$500.00.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with law.

ARTICLE VI

Address

The principal office and place of business of the corporation shall be in Palm Beach County, Florida, with the privilege of establishing branch offices and places of business at other places within or without the State of Florida. The street address of the principal office of the corporation within the State of Florida and its initial registered office shall be 202 Old Dixie Highway, Lake Park, Fl 33403; provided, however, that the stockholders may from time to time move the principal office to any other address within the State of Florida. The name of its initial registered agent at its initial registered office shall be John Fowlds.

ARTICLE VII

MANAGEMENT OF CORPORATION

The business of this corporation shall be managed by its stockholders rather than by a board of directors. In the management of the business of the corporation, the act of the

stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to one vote, in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE VIII

INITIAL STOCKHOLDERS

The names and street addresses of the first stockholders of the corporation who shall manage the business of the corporation is as follows:

John Fowlds

202 Old Dixie Highway

Lake Park, Fl 33403

and

Daniel F. Reedy

407 Commerce Way, A-4

Jupiter, Fl 33458

ARTICLE IX

Subscribers

The names and street addresses of the subscribers to these Articles of Incorporation is as follows:

John Fowlds

202 Old Dixie Highway

Lake Park, Fl 33403

and

Daniel F. Reedy

407 Commerce Way, A-4

Jupiter, Fl 33458

ARTICLE X

Special Provisions

(a) Every stockholder, upon the sale for cash of any new stock herein authorized, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is issued to others, which price may be in excess of par.

(b) No contract or other transaction between this corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers and stockholders of this corporation is or are interested in, or is a stockholder, director or officer, or are stockholders, directors or officers, of such other corporation, and any stockholder or stockholders, officer or officers, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this corporation, or in which the corporation is interested, and no contract, act or transaction in the absence of fraud, shall be affected or invalidated by the fact that any stockholder or stockholders, officer or officers, of the corporation is a party or are parties to or interested in such contract, act, or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a stockholder or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may have an interest. Any stockholder of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also a stockholder or director of such subsidiary or controlled corporation.

(c) The stockholders, in addition to choosing the president, vice president, secretary and treasurer of the corporation, may choose such other officers as they shall deem advisable, and such officers shall serve for such term and have such duties as may be prescribed by the By-Laws or by resolution of the stockholders. Any person may hold two (2) or more offices, except that the president may not also be the secretary or assistant secretary.

(d) The officers of the corporation shall be John Fowlds, President and Daniel F. Reedy, Vice President, Secretary/Treasurer.

(e) The stockholders shall have the power by resolution or by appropriate action inscribed in the minutes of its meetings to appoint or provide for the appointment of an executive committee, manager, or business manager, who to the extent provided for in said resolution or in said minutes, shall have and may exercise such powers as the stockholders grant or authorize.

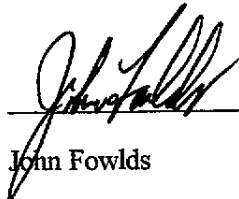
ARTICLE XI

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of

June, 2001.



John Fowlds

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that before me personally appeared John Fowlds who is personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation of Tri-City Shavings & Hauling, Inc., and who acknowledged before me that he executed the same for the purposes therein expressed and who did not take an oath.

WITNESS my hand and seal in the State and County aforesaid this 13th day of June, 2001.



Joanne C. Boyle
Commission # CC 958015
Expires Aug. 27, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Joanne C Boyle
Notary Public, State of Florida at Large
My Commission Expires:

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of June, 2001.

Daniel F. Reedy
Daniel F. Reedy

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that before me personally appeared Daniel F. Reedy who is personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation of Tri-City Shavings & Hauling, Inc., and who acknowledged before me that he executed the same for the purposes therein expressed and who did not take an oath.

WITNESS my hand and seal in the State and County aforesaid this 15th day of June, 2001.



Joanne C. Boyle
Commission # CC 958015
Expires Aug. 27, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

Joanne C Boyle
Notary Public, State of Florida at Large
My Commission Expires:

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That Tri-City Shavings & Hauling, Inc, desiring to organize under the laws of the State of Florida, which will have its principal office in Palm Beach County, Florida, has named:


John Fowlds
202 Old Dixie Highway
Lake Park, Florida 33403

as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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 accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 13 day of June, 2001.



Registered Agent

FILED
01 JUN 19 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA