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August 23, 2001

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*****78.75 *****78.75

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

Re: Project Construction, Inc.

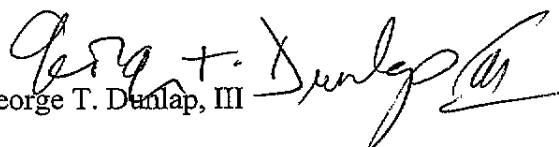
Dear Sir:

Enclosed please find Articles of Incorporation and Certificate Designating Registered Office and Registered Agent for the above-referenced corporation.

Also enclosed is my check for \$78.75. Please file the Articles and return a certified copy.

Thank you for your assistance in this matter.

Sincerely,


George T. Dunlap, III

GTD:gl

Enclosures

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2001 AUG 27 PM 12:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
PROJECT CONSTRUCTION, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under Chapter 607 of the Statutes of the State of Florida.

**ARTICLE I
Name**

The name of this corporation is: PROJECT CONSTRUCTION, INC.

**ARTICLE II
Purpose and Powers**

The Corporation is authorized to operate a general construction business, and to perform any and all other activities permitted by law.

**ARTICLE III
Capital Stock**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is: 100 shares of common stock having a nominal or par value of Ten Dollars (\$10.00) per share.

**ARTICLE IV
Initial Capital**

The amount of capital with which this Corporation will begin business is \$500.

**ARTICLE V
Term of Existence**

This Corporation is to exist perpetually.

ARTICLE VI
Address

The mailing address of this Corporation and the street address of its initial, principal office in the State of Florida, is 1818 Pinnacle Drive, Lakeland, Florida 33813. The initial Registered Office of this Corporation is Boswell & Dunlap LLP, 245 South Central Avenue, Bartow, Florida 33830, and the initial Registered Agent at said office is George T. Dunlap, III, Esquire. The Corporation shall have the power to move the office to another location in the State of Florida from time to time as may be determined by the Board of Directors.

ARTICLE VII
Directors

The number of the directors comprising the Board of Directors of this Corporation shall be three (3), but the same may be changed from time to time by majority vote of the Board of Directors.

The names and street addresses of the members of the first Board of Directors of this Corporation, to serve until the first annual meeting or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
S. Norman Duncan	1818 Pinnacle Drive Lakeland, Florida 33813
Darrell L. Cameron	7118 Harvard Street Lakeland, Florida 33813
Charles A. Seay	6857 Alturas Babson Park Cutoff Road Bartow, Florida 33830

ARTICLE VIII
Officers

The officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer and such other officers as may be authorized by majority vote of the Board of Directors. The names and street addresses of the officers of the Corporation, to serve until the first annual meeting or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
S. Norman Duncan President	1818 Pinnacle Drive Lakeland, Florida 33813

Darrell L. Cameron
Vice President

7118 Harvard Street
Lakeland, Florida 33813

Charles A. Seay
Secretary/Treasurer

6857 Alturas Babson Park Cutoff Road
Bartow, Florida 33830

ARTICLE IX Incorporators

The names and addresses of the incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
S. Norman Duncan	1818 Pinnacle Drive Lakeland, Florida 33813
Darrell L. Cameron	7118 Harvard Street Lakeland, Florida 33813
Charles A. Seay	6857 Alturas Babson Park Cutoff Road Bartow, Florida 33830

ARTICLE X Subscribers to Stock

The names, addresses and numbers of shares of the subscribers to stock in this Corporation are as follows:

<u>Name/Address</u>	<u>Shares</u>
S. Norman Duncan 1818 Pinnacle Drive Lakeland, Florida 33813	20
Darrell L. Cameron 7118 Harvard Street Lakeland, Florida 33813	20
Charles A. Seay 6857 Alturas Babson Park Cutoff Road Bartow, Florida 33830	20

ARTICLE XI Restraint on Alienation of Shares

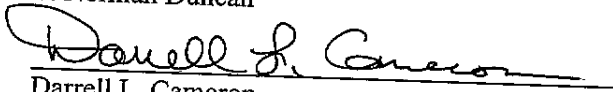
In the event a stockholder wishes to sell his stock, that stock must first be offered to the corporation prior to being sold to a third party. In the event of the death of a stockholder, his stock shall be purchased by the corporation. The Board of Directors shall include in the By-Laws specific provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the Corporation.

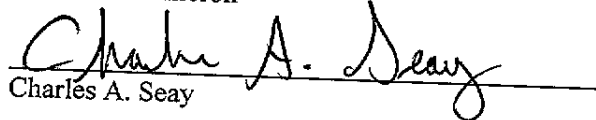
ARTICLE XII
Amendment

These Articles of Incorporation may be amended by majority vote of the Board of Directors in the manner provided by law. Every amendment shall be approved by majority vote of the stockholders.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have hereunto set their hands and seals this 22nd day of August, 2001, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make, subscribe, acknowledge and file in the office of the Secretary of State these Articles of Incorporation and certify that the facts contained herein are true.


S. Norman Duncan


Darrell L. Cameron

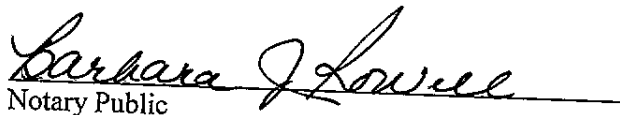

Charles A. Seay

Incorporators

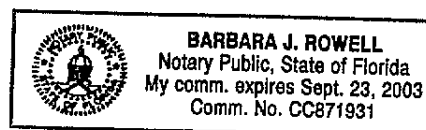
STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared S. Norman Duncan, Darrell L. Cameron and Charles A. Seay, to me personally known to be the persons described as the subscribers to the foregoing Articles of Incorporation and who, being not sworn by me, acknowledged before me that they subscribed to these Articles of Incorporation as their voluntary act and deed, and that the facts set forth herein are true and correct.

WITNESS my hand and official seal in the County and State named above this 22nd day of August, 2001.


Notary Public

THIS INSTRUMENT PREPARED BY:
George T. Dunlap, III
Boswell & Dunlap LLP
245 South Central Avenue
Post Office Drawer 30
Bartow, Florida 33831
(941) 533-7117



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Certificate Designating
Registered Office and Registered Agent**

In pursuance of Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted in compliance with said provisions:

That, PROJECT CONSTRUCTION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Lakeland, County of Polk, State of Florida, has designated Boswell & Dunlap LLP, 245 South Central Avenue, Bartow, Florida 33830, as its registered office and George T. Dunlap, III, Esquire, as its registered agent at said office to accept service of process within this state.

ACKNOWLEDGMENT:

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

By George T. Dunlap, III
George T. Dunlap, III
Registered Agent