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Costin and Costin

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Charles A. Costin

Cecil G. Costin, Jr.
(1923 - 1990)

Mailing Address:
Post Office Box 98
Port St. Joe, FL 32457-0098

September 10, 2001

Florida Department of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

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-09/11/01--01057--001
****122.50 *****78.75

Re: Cathey's Construction, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above referred corporation. Please file the original, certify the copy, and return the certified copy to me at your earliest convenience.

I have enclosed a check in the amount of \$122.50 to cover the following:

\$ 35.00 - filing fee
52.50 - certified copy
35.00 - registered agent designation
\$122.50

Sincerely,

Kristy Lee

Kristy Lee

Enclosures

FILED
2001 SEP 11 PM 2:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

CATHEY'S CONSTRUCTION, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit, under Chapter 607, Florida Statutes, and do hereby certify that it has become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is "CATHEY'S CONSTRUCTION, INC." 3000 Highway 98 East, Mexico Beach, Florida 32410.

ARTICLE II

Duration

The corporation shall have perpetual existence, commencing on the date of filing of this agreement.

ARTICLE III

General Purpose Clause

The general nature of the business or businesses to be transacted by the corporation is that of residential and commercial construction. This corporation shall also have the power to transact any lawful business for which corporations may be incorporated to do under Chapter 607, Florida Statutes and amendments or supplements thereto, and any other Florida Statutes

relating to corporations for profit.

ARTICLE IV
Capital Stock

The corporation is authorized to issue One Hundred (100) shares of One Cent (\$.01) par value common stock which shall be designated as common shares.

ARTICLE V
Initial Registered Office and Agent

The address of the initial registered office of this corporation is 3000 Highway 98 East, Mexico Beach, Florida 32410. The name of the initial registered agent of this corporation will be William A. Cathey at 3000 Highway 98 East, Mexico Beach, Florida 32410.

ARTICLE VI
Initial Board of Directors and Officers

The company shall have two (2) directors initially. The executive positions (officers) of the directors are set forth herein below and the respective offices held. The number of directors may be either increased or diminished from time to time as provided by the by-laws adopted by the stockholder. The name and address of the initial directors and officers are:

William A. Cathey	President/
Post Office Box 13758	Secretary/Treasurer
Mexico Beach, Florida 32410	

William B. Cathey Vice President
109 Audubon Drive
Havana, Florida 32333

ARTICLE VII
Incorporators

The names and addresses of the incorporators signing these articles are:

William A. Cathey
Post Office Box 13758
Mexico Beach, Florida 32410

William B. Cathey
109 Audubon Drive
Havana, Florida 32333

ARTICLE VIII
By-Laws

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE IX
Initial Shareholders

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

William A. Cathey	51 shares common stock
William B. Cathey	49 shares common stock

ARTICLE X
Powers

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, but it may not

mortgage or pledge any or all of its property or assets without shareholder approval.

ARTICLE XI
Amendment

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment hereto by a majority vote of the Board of Directors and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 28th day of August, 2001.

CATHEY'S CONSTRUCTION, INC.

By: William A. Cathey
WILLIAM A. CATHEY, Incorporator

By: William B. Cathey
WILLIAM B. CATHEY, Incorporator

STATE OF FLORIDA
COUNTY OF GULF

BE IT REMEMBERED that on this 28th day of August, 2001, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared WILLIAM A. CATHEY, who is personally known to me or who produced personally known to me as identification, the incorporators signing the articles in the above corporation and he acknowledged before me that the proposed Articles of Incorporation are the free act and deed of the incorporator and that the facts therein set are truly set forth and that he desires to associate himself pursuant to the foregoing

Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



Kristy M. Lee
Notary Public

STATE OF FLORIDA.
COUNTY OF Madison

BE IT REMEMBERED that on this 28th day of August, 2001, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared WILLIAM B. CATHEY, who is personally known to me or who produced Personally Known as identification, the incorporators signing the articles in the above corporation and he acknowledged before me that the proposed Articles of Incorporation are the free act and deed of the incorporator and that the facts therein set are truly set forth and that he desires to associate himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



Genie P. Croft
MY COMMISSION # CC960738 EXPIRES
August 13, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Genie P Croft 8/28/01
Notary Public

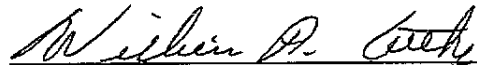
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that CATHEY'S CONSTRUCTION, INC., desiring to organize under the laws of the State of Florida, with its principal

office, as indicated in the Articles of Incorporation, at Mexico Beach, Bay County, Florida, has named WILLIAM A. CATHEY, 3000 Highway 98, Mexico Beach, Florida 32410, 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 accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



WILLIAM A. CATHEY
Registered Agent
3000 Highway 98 East
Mexico Beach, FL 32410

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2001 SEP 11 PM 2:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA