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ACCOUNT NO. : 072100000032

REFERENCE : 692169 121501A

AUTHORIZATION :

COST LIMIT : \$ PPD

2001 SEP 28 PM 1:49
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : September 28, 2001

ORDER TIME : 11:39 AM

ORDER NO. : 692169-005

CUSTOMER NO: 121501A

CUSTOMER: C. Holt Smith, Iii, Esq
C. Holt Smith, Iii, Esq

Suite 930
233 East Bay Street
Jacksonville, FL 32202

01 SEP 28 PM 12:24
RECEIVED
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: SHULER & ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

700004616317--9

-09/28/01--01044--002

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

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

9/28/01

EFFECTIVE DATE

9/24/01

ARTICLES OF INCORPORATION

for

SHULER & ASSOCIATES, INC.
(a corporation)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Executed by the undersigned for the purposes of forming a Florida Corporation under Chapter 607, Florida Statutes (1999):

ARTICLE I. NAME AND ADDRESS

The name and address of the corporation is:

Shuler & Associates, Inc.
604 Dean Road
Bunnell, Florida 32110

ARTICLE II. DURATION/COMMENCEMENT

This corporation shall exist perpetually and shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE III. PURPOSES

This corporation is organized for the following purposes:

1. To conduct business which includes, but is not limited to, utility contracting services and installation.
2. To hire and/or train personnel for the purposes of carrying out these purposes;
3. To rent, lease, purchase and/or own facilities which are sufficient for the conduct and/or operation of the purposes of the corporation; and
4. To transact any and all lawful business for which corporations may be incorporated or organized.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of Five Dollar (\$5.00) per share par value common stock which shall be designated common shares, all of which shall be the same class.

ARTICLE V. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of this corporation. The holder of each outstanding common share shall be entitled to one (1) vote per share unless otherwise provided in the By-Laws.

ARTICLE VI. MANAGEMENT

The business of this corporation shall be managed by a Board of Directors chosen by the Shareholders or the Shareholders may elect to have the corporation managed by the Shareholders acting as Directors, in which case the terms shall be used interchangeably herein, pursuant to Chapter 607, Florida Statutes (1999).

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial Registered Agent of this corporation is 604 Dean Road, Bunnell, Florida, 32110, and the name of the initial Registered Agent of this corporation at that address is **GARY ALAN SHULER**.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director initially, the number of which may be increased or decreased from time to time according to the By-Laws of this corporation, but shall never be less than one (1) Director. The name and address of the initial Director of this corporation is:

GARY ALAN SHULER

604 Dean Road
Bunnell, FL 32110

ARTICLE IX. INCORPORATOR

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

GARY ALAN SHULER

604 Dean Road
Bunnell, FL 32110

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator has hereunto set his hand and seal this 24 day of September, 2001, for the purpose of forming this corporation under the laws of the State of Florida.



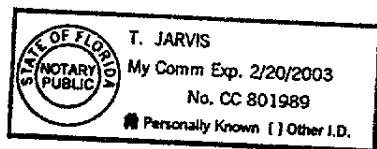
GARY ALAN SHULER

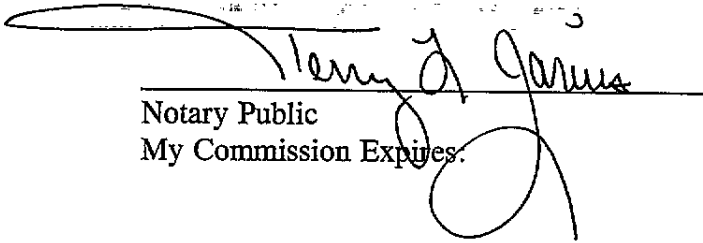
STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared **GARY ALAN SHULER**, who executed the foregoing instrument as Incorporator of **Shuler & Associates, Inc.**, a corporation named herein, and acknowledged before me that he executed the same as such Incorporator, in the name of and on behalf of the said corporation. he is personally known to me yes or has produced _____ as identification and ~~did~~ (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 24 day of September, 2001.

(SEAL)





Notary Public
My Commission Expires:

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

First, that **SHULER & ASSOCIATES, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named GARY ALAN SHULER, located at 604 Dean Road, Bunnell, State of Florida, 32110, as its Agent to accept service of process within Florida.

SHULER & ASSOCIATES, INC.

By: _____

G. Shuler

GARY ALAN SHULER

DATED: September 24th, 2001.

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.

G. Shuler

GARY ALAN SHULER
Registered Agent

DATED: September 24th, 2001