

P01000100367

Arthur Rose
6650 S.R. 544 E.
Winterhaven, Florida 33881
863-421-6602

FILED
01 OCT 15 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 10, 2001

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Subject: AMERICAN & ENGINEERING CONTRACTORS, INC.

Enclosed are an original and one (1) copy of the articles of incorporation, and a check for \$78.75 for the filing fee, and a certified copy thereof.

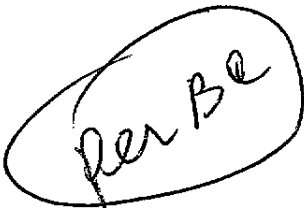
Please expedite and return the requested documents to the above address.

Thank you for handling this request.

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Sincerely,


Arthur Rose



G. BLALOCK OCT 16 2001
1101-19263



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 20, 2001

ARTHUR ROSE
6650 S.R. 544 E
WINTERHAVEN, FL 33881

SUBJECT: AMERICAN & ENGINEERING CONTRACTORS, INC.
Ref. Number: W01000019263

We have received your document for AMERICAN & ENGINEERING CONTRACTORS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 601A00047480

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida

County of Polk

ARTICLES OF INCORPORATION

OF

A&E American Contractors, Inc.

The undersigned being a natural person of the age of at least 21 years and acting as sole incorporator to organize a corporation (the "Corporation") under the provisions of the Florida Business Corporation Code and Chapter 607 and 621 Florida Statutes (F.S.), does hereby adopt and sign the following Articles of Incorporation:

I.

The name of the Corporation is: **A&E American Contractors, Inc.**

II.

The principal place of business and mailing address of the Corporation is 6650 S.R. 544 E. Winterhaven, Florida 33881.

III.

The Corporation shall have perpetual duration and the nature of the business and the purpose to be conducted and promoted are as follows:

To conduct the construction, erecting, altering, repairing, demolishing, designing and remodeling of highways, roads, bridges, underground utilities, buildings, structures, facilities, and public and private sector works projects of all kinds, and for the improvement of real estate, and the doing of any other business and contracting work incidental to or connected with such work, including professional estimating, consulting and management services.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the Corporation from engaging in any lawful act or activity for which a corporation may be organized under the provisions of the Florida Business Corporation Code, and to exercise all the rights, privileges, immunities, and authority granted to or exercised by business corporations under the laws of the State of Florida now in effect or that will become effective during the existence of this Corporation.

IV.

The Corporation shall have authority to issue an aggregate total of Ten Thousand (10,000) shares of stock. All such shares are of one class and are designated as Common Stock. Shareholders shall have the pre-emptive right to acquire authorized but unissued shares of the Corporation.

V.

The number of directors constituting the initial Board of Directors shall be one (1) and the name and address of the person who is to serve as the sole director of the initial Board of Directors is as follows:

Arthur Rose

6650 S.R. 544 E.
Winterhaven, Florida 33881

VI.

The address of the initial registered office, and principal office of the Corporation shall be: 6650 S.R. 544E. Winterhaven, Polk County, Florida 33881 and the name of the initial registered agent is: Arthur Rose

VII.

The name and address of the incorporator is as follows:

Arthur Rose

6650 S.R. 544 E.
Winterhaven, Florida 33881

VIII.

The Corporation is hereby authorized and empowered to purchase its own shares, not only out of unreserved and unrestricted surplus available therefor, but also to the extent of unreserved and unrestricted surplus available therefor. Any of its own shares that are purchased by the Corporation and canceled are restored to the status of authorized but unissued shares.

IX.

The Board of Directors of the Corporation may, from time to time and at its discretion, distribute a portion of the assets of the Corporation to its shareholders out of the capital surplus of the Corporation.

X.

In lieu of setting forth provisions in these Articles of Incorporation in respect of restriction on the transfer of shares of the Corporation or any provisions for the optional or compulsory sale and purchase of shares among the shareholders and the Corporation or any of them, such provisions may be set forth in the Bylaws of the Corporation or in a written agreement or written agreements of the parties involved.

XI.

Any shareholder who is subject to any liability for managerial acts or omissions under the applicable provisions of the Florida Business Corporation Code shall be entitled to the same rights, privileges, indemnification, and benefits which the Florida Business Corporation Code confers upon any director.

XII.

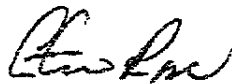
The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the applicable laws of the State of Florida and the Florida Business Corporation Code, as same are amended and supplemented from time to time.

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Incorporation this Fifteenth day of October, 2001.

I hereby accept designation as registered agent.



Arthur Rose, as Registered Agent



Arthur Rose, as Incorporator