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FILED
01 NOV - 1 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P01000105575

November 1, 2001

VIA HAND DELIVERY

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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

RE: Keith Lawson Services, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for Keith Lawson Services, Inc.

We have also enclosed our firm's check in the amount of \$78.75 for the filing fee and a certified copy, and an extra copy of the Articles to be date-stamped by your office and to be picked up by our messenger.

Thank you for your assistance. Please call if you have any questions.

Sincerely,

Chris

Chris Vause
Secretary to E. Lamar Taylor

ELT/cv
Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN NOV - 1 2001

**ARTICLES OF INCORPORATION
OF
KEITH LAWSON SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**Article 1.
Name and Principal Office**

The name of this Corporation shall be **KEITH LAWSON SERVICES, INC.** The principal place of business and mailing address of this Corporation shall be 2481 Luten Road, Quincy, Florida 32351.

**Article 2.
Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**Article 3.
Stock**

The authorized capital stock of this Corporation shall consist of One Hundred (100) shares of voting common stock with a par value of One Dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors, but not less than par value. Each issued and outstanding share of voting Common Stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders of the Corporation. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**Article 4.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**Article 5.
Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

KEITH O. LAWSON II
2481 Luten Road
Quincy, Florida 32351

**Article 6.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**Article 7.
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be **E. LAMAR TAYLOR**. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**Article 8.
Number of Directors**

This Corporation shall have at least one (1) Director. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**Article 9.
Initial Board of Directors**

The initial Board of Directors shall consist of one (1) person. The name and street address of the sole member of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the Shareholders and thereafter until his successor is elected, are as follows:

KEITH O. LAWSON II
2481 Luten Road
Quincy, Florida 32351

Article 10.
Officers

The Corporation shall have a president, a secretary, and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

| | |
|------------------------------------|---|
| President, Secretary, Treasurer | KEITH O. LAWSON II 2481 Luten Road Quincy, Florida 32351 |
|------------------------------------|---|

Article 11.
**Transactions in Which Directors
or Officers Are Interested**

11.01. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors, or officers or have a financial interest, shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

B. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

11.02. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

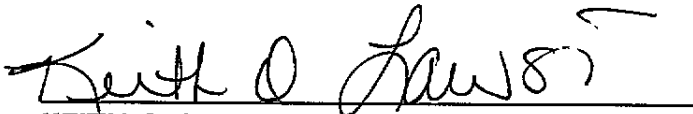
Article 12. Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

Article 13. Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 30th day of October, 2001.

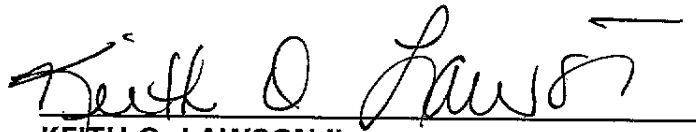


KEITH O. LAWSON II
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

KEITH LAWSON SERVICES, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301, as its initial registered office and has named **E. LAMAR TAYLOR**, located at said address, as its initial Registered Agent.

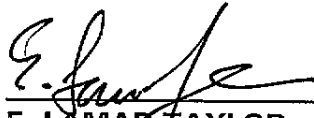


KEITH O. LAWSON II

Incorporator

Date: October 30th 2001

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



E. LAMAR TAYLOR

Registered Agent

Date: October 31, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Keith Lawson Services, Inc.
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**