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To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : HALL & RUNNELS, P.A.  
Account Number : I20010000204  
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FLORIDA PROFIT CORPORATION OR P.A.

A & S Construction and Development, Inc.

Certificate of Status	0
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Page Count	04
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02 FEB -5 AM 9:33  
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ARTICLES OF INCORPORATION

OF

A & S CONSTRUCTION AND DEVELOPMENT, INC.

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

CORPORATE NAME AND PRINCIPAL OFFICE

The name of the corporation is A & S CONSTRUCTION AND DEVELOPMENT, INC. and its principal office and mailing address is 20 Old Ferry Road, Shalimar, Florida 32579.

ARTICLE TWO

NATURE OF BUSINESS

The purpose of the corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida. The initial purpose of this corporation is to maintain and operate a contracting and development business.

ARTICLE THREE

CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class and shall be issued under Section 1244 of the Internal Revenue Code.

ARTICLE FOUR

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#### TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these articles.

#### ARTICLE FIVE

##### REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered office of the corporation is 36468 Emerald Coast Parkway, Suite 2101, Destin, Florida 32541. The registered agent at that address is DAWN E. LARSH.

#### ARTICLE SIX

##### BOARD OF DIRECTORS

This corporation shall have a board consisting of not less than one (1) nor more than five (5) directors.

The names and addresses of the initial board of directors of the corporation are as follows:

Clint Aden	20 Old Ferry Road, Shalimar, Florida 32579
Shannon Aden	20 Old Ferry Road, Shalimar, Florida 32579
Harry Shaffield	20 Old Ferry Road, Shalimar, Florida 32579
Anne Shaffield	20 Old Ferry Road, Shalimar, Florida 32579

The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until his/her/their successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

#### ARTICLE SEVEN

##### INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

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ARTICLE EIGHT

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE NINE

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

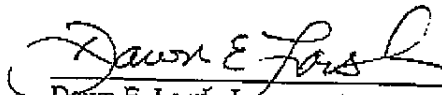
ARTICLE TEN

INCORPORATOR

The name and address of the incorporator is :

Dawn E. Larsh  
Hall & Runnels, P.A.  
36468 Emerald Coast Parkway, Suite 2101  
Destin, Florida 32541

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles on this  
5<sup>th</sup> day of February, 2002.

  
Dawn E. Larsh, Incorporator

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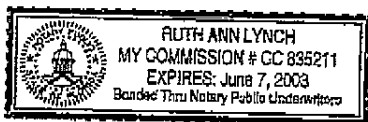
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ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared Dawn E. Larsh, Incorporator, for the purpose of lawfully executing these Articles of Incorporation.



Ruth Ann Lynch  
Notary Public  
My Commission Expires:

ACCEPTANCE BY THE REGISTERED AGENT

I, DAWN E. LARSH, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on this 5<sup>th</sup> day of February, 2002.

Dawn E. Larsh  
Dawn E. Larsh, Registered Agent

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