P92800028/45 WILLIAM L. THOMPSON, JR., P.A. ATTORNEY AT LAW

2301 PARK AVENUE, SUITE 404 ORANGE PARK, FLORIDA 32073 TELEPHONE: (904) 269-4841 TELEFAX: (904) 269-9303 ELECTRONIC MAIL: wlt.law@worldnet.att.net

March 6, 2002

Via UPS Next Day Air

900005064009--4 -03/07/02--01042--022 *****78.75 ******78.75

Florida Department of State Division Of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Re: HAPPY GATOR CONSTRUCTION COMPANY

I have enclosed for filing the ARTICLES OF INCORPORATION of HAPPY GATOR CONSTRUCTION COMPANY. Please return a certified copy of the Articles to this office. I also have enclosed my firm check in the amount of \$78.75 representing the filing fee.

* Note the effective date of March 6, 2002.

Please contact our office should you have any questions or concerns. Thank you for your assistance.

Sincerely

William L∕. Thómps∕on, Jr.

WLT/

Enclosures

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ARTICLES OF INCORPORATION

OF

HAPPY GATOR CONSTRUCTION COMPANY

O. W. J. O. J. O.

ARTICLE I

NAME

The name of this corporation is "Happy Gator Construction Company"

ARTICLE II

3-6-02

NATURE OF BUSINESS

This corporation is organized for the purpose of operating a construction business and engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of common stock having a par value (\$.01) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 1421 Mahama Bluff Road, Green Cove Springs, Florida 32043. The Board of directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 2301 Park Avenue, Suite 402, Orange Park, Florida 32073, and the name of the initial registered agent of this corporation at that address is: Stephen J. DuVal. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of this corporation is:

<u>NAME</u>

<u>ADDRESS</u>

Stephen J. DuVal

2301 Park Avenue, Suite 404 Orange Park, Florida 32073

ARTICLE VIII

BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 6th day of March, 2002.

Stephen I DuVal Incorporator (SEA

C:\MyFiles\WLT2\Happy Gator\ARTICLES.wpd

STATE OF FLORIDA COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 6th day of November, 2000, by Stephen J. DuVal, who [X] is personally known to me or [] who has produced as identification and who did (did not) take an oath.

WILLIAM L THOMPSON, JR.
MY COMMISSION # CC 869946
EXPIRES: Sep 11, 2003
1-800-S-NOTARY Fia. Notary Service & Bonding Co.

Print Name: William L. Thompson, Jr. Notary Public, State of Florida

(SEAL)



CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT OF HAPPY GATOR CONSTRUCTION COMPANY

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon HAPPY GATOR CONSTRUCTION COMPANY, a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 2301 Park Avenue, Suite 404, Orange Park, Florida 32073.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 6th day of March, 2002.

Stephen J. DuVal Registered Agent