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**FLORIDA PROFIT CORPORATION OR P.A.**

**JUST SAND, INC.**

Certificate of Status	1
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ARTICLES OF INCORPORATION  
OF  
JUST SAND, INC.

Article I - Name; Principal Office and Mailing Address

The name of this corporation is Just Sand, Inc. The initial principal office of the corporation is 1 Sleepy Hollow Drive, Mary Esther, Fl 32569 and the initial mailing address of the corporation is P.O. Box 945, Mary Esther, Fl 32569.

Article II - Duration

This corporation shall exist perpetually, commencing with the date of the execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and Florida.

Article IV - Capital Stock; Preemptive Rights

This corporation is authorized to issue 7500 shares of One Dollar (\$1.00) par value common stock. The corporation elects to have preemptive rights, as provided under Florida law.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 221 Mc Kenzie Avenue, Panama City, Fl 32401 and the name of the initial registered agent of this corporation at that address is Rob Blue, Jr.

Article VI - Initial Board of Directors

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

John R. Rushing      P.O. Box 945,  
Mary Esther, Fl 32569

Frank Rushing, Jr.      P.O. Box 945,  
Mary Esther, Fl 32569

ROB BLUE, JR., ESQ.  
221 MCKENZIE AVENUE  
PANAMA CITY, FL 32401  
850-769-1414  
FLA BAR NO. 0122450  
MATTER : J140-12905

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Article VII - Incorporators

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

John R. Rushing      P.O. Box 945,  
Mary Esther, Fl 32569

Article VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders. By-Laws adopted by the Shareholders may be repealed or changed only by the Shareholders. By-Laws adopted by the Board of Directors may be repealed or changed by the Board of Directors or by the Shareholders.

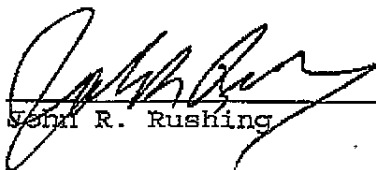
Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article X - Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in any manner and by way of any procedure provided by law.

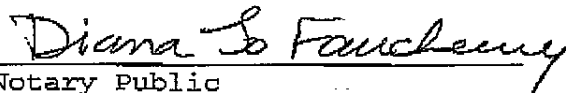
IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this 18th day of March, 2002.

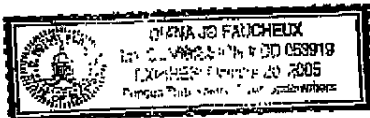
  
John R. Rushing

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 18th day of March, 2002, by John R. Rushing who is ✓ personally known to me.

(SEAL)

  
Notary Public



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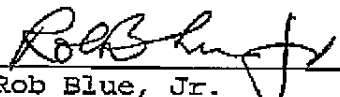
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First - That Just Sand, Inc., desiring to organize under the  
laws of the State of Florida with its principal office, as  
indicated in the articles of incorporation has named Rob Blue, Jr.,  
located at 221 McKenzie Avenue, Panama City, FL 32401, as its agent  
to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the  
above-stated corporation, at place designated in this certificate,  
I hereby accept to act in this capacity, and agree to comply with  
the provisions of said Act relative to keeping open said office.

  
Rob Blue, Jr.  
(Registered Agent)

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