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Warren J. Knaust

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April 11, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/15/02--01072--010
*****70.00 *****70.00

Re: HIGHWATER CLAYS OF FLORIDA, INC.

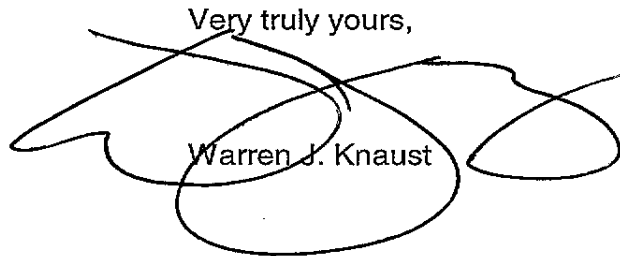
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a Designation of Resident Agent and check in the amount of \$70.00 for the following fees:

\$35.00	Filing Fee for Articles
\$35.00	Designation of Registered Agent

After filing, please forward the Charter and conformed copy of the Articles of Incorporation to me.

Very truly yours,



Warren J. Knaust

WJK/nc
Enc.

cc: client

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TALLAHASSEE, FLORIDA
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
HIGHWATER CLAYS OF FLORIDA, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is HIGHWATER CLAYS OF FLORIDA, INC.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

FOURTH: Authorized Shares.

NUMBER: The aggregate number of shares that the corporation shall have the authority to issue is 6000 shares of Capital Stock with a par value of \$1.00 per share.

INITIAL ISSUE: 1000 shares of the Capital Stock with a par value of \$1.00 per share.

STATED CAPITAL: The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

DIVIDENDS: The holders of outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

NO CLASSES OF STOCK: The shares of the corporation are not to be divided into classes.

NO SHARE IN SERIES: The corporation is not authorized to issue shares in series.

FIFTH: The principal place of business and address of the Corporation is 2167 5th Avenue North, St. Petersburg, FL 33713. The office and address in Florida of the initial registered office of the corporation is: 2167 5th Avenue North, St. Petersburg, Florida 33713, and the name of the initial registered agent at such address is Warren. J. Knaust.

SIXTH: The initial board of directors shall consist of not less than one (1) nor more than three (3) members, as set forth in the By-laws, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gail H. McCarthy	P. O. Box 18284 Asheville, NC 28814
Brian T. McCarthy	P. O. Box 18284 Asheville, NC 28814

EIGHTH: The name and address of the initial incorporator is: Warren J. Knaust, 2167 5th Avenue North, St. Petersburg, FL 33713.

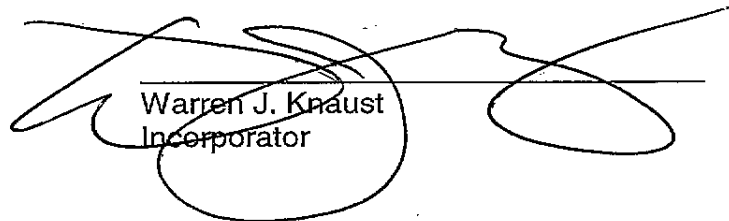
NINTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder meeting,

with not less than a two-thirds vote of common stock.

TENTH: ___ The holders of common stock of this corporation shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ELEVENTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, and to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at St. Petersburg, Florida on the 17th day of April, 2002.


Warren J. Knaust
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Warren J. Knaust,

to me well known and known to me to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at St. Petersburg, in said County and State, this 11th day of April, 2002.

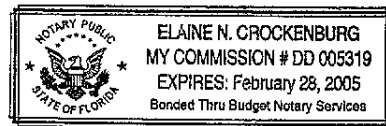
NOTARY PUBLIC

Sign:

Print:

State of Florida at Large (Seal)

My Commission Expires:



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

Pursuant to Chapter 48.091, Florida statutes, the following is submitted, in compliance with said Act:

FIRST: HIGHWATER CLAYS OF FLORIDA, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at: 2167 5th Avenue North, St. Petersburg, Florida, 33713, has named WARREN J. KNAUST 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 2167 5th Avenue North, St. Petersburg, FL 33713, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Warren J. Knaust
Resident Agent

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA