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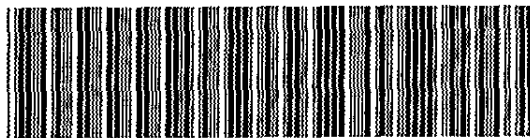
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SECTION 1000  
TALLAHASSEE, FLORIDA

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**LAW OFFICES OF  
JOHN L. POLK, P. A.**

POST OFFICE BOX 511221  
PUNTA GORDA, FLORIDA 33951-1221

141 WEST MARION AVENUE  
TELEPHONE (941) 639-1606  
FAX (941) 639-8704

November 4, 2002

**Corporate Records Bureau**  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

**Re: Hall and Dubois, Inc.**

Dear Sir or Madam:


Enclosed please find the Articles of Incorporation which I have prepared for the above-referenced corporation.

Also enclosed is my check in the amount of **\$122.50 (One Hundred Twenty Two and 50/100 Dollars)**.

Should you require any additional information, please do not hesitate to contact me.

Thank you for your cooperation in this matter.

Sincerely,



John L. Polk

JLP:hk

Enclosures

**ARTICLE OF INCORPORATION  
OF**

**HALL and DUBOIS, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopts the following **Articles of Incorporation**.

**ARTICLE I - NAME**

The name of the corporation shall be **HALL and DUBOIS, INC.**

The principal place of business of this corporation shall be 27781 Lipizzan, Punta Gorda, Florida 33982.

**ARTICLE II - DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III - PURPOSE**

The purpose for which the corporation is organized is to engage in the mining of Top Soil, Fill Dirt, and Shell, and all lawful business for which corporation may be incorporated under the Florida General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is One hundred (100), all of which shall be common shares with a par value of one dollar (\$1.00) per share.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust described in title 26 United States Code Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

**ARTICLE V - PRE-EMPTIVE RIGHTS**

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the primary stockholders and thereto the corporation at the fair market value thereof. Such offer shall be in writing, signed by the stockholder;

shall be sent registered or certified mail to the stockholders of the corporation and then to the corporation's principal place of business; and shall remain open for acceptance for a period of thirty (30) days from the date of mailing. If the stockholders and the corporation fail or refuse within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

Upon the death of the stockholder, the aforementioned provisions shall be binding on the heirs, beneficiaries, executor, administrator or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation shall be: **141 West Marion Avenue, Punta Gorda, Florida** and the name of the initial registered agent is **JOHN L. POLK, ESQUIRE.**

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The Board of Directors of the corporation shall consist of two (2) members.

The names and street addresses of the first Board of Directors are:

<u><b>NAME</b></u>	<u><b>ADDRESS</b></u>
William Lewshane Hall	40251 Bermont Road Punta Gorda, Florida 33982
Kevin Dubois	27781 Lipizzan Punta Gorda, Florida 33982

#### **ARTICLES VI - INCORPORATORS**

The names and street addresses of the incorporators to these Articles of Incorporation are:

**NAME****ADDRESS**

William Lewshane Hall

40251 Bermont Road  
Punta Gorda, Florida 33982

Kevin Dubois

27781 Lipizzan  
Punta Gorda, Florida 33982**ARTICLE IX - BY LAWS**

The power to make, alter, amend, and repeal the Bylaws of the corporation shall be reserved to the stockholders of the corporation.

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any officer or any former officer to the fullest extent permitted by law.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, We have subscribed our names and have executed these Articles of Incorporation on this 14th day of Dec, 2001.

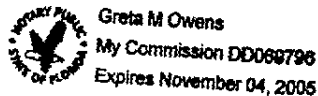
  
WILLIAM LEWSHANE HALL  
INCORPORATOR  
KEVIN DUBOIS  
INCORPORATOR

STATE OF FLORIDA

COUNTY OF CHARLOTTE

THE FOREGOING INSTRUMENT was acknowledged before me on this 14th day of Dec, 2001 by WILLIAM LEWSHANE HALL, who is personally known to me and who did take an oath.

My Commission Expires:



**NOTARY PUBLIC**

State of Florida-at-Large

Sign:

Print:

*Greta M. Owens*  
Greta M. Owens

STATE OF FLORIDA

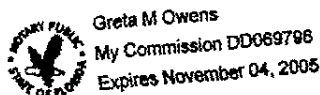
COUNTY OF CHARLOTTE

14th day of Dec., 2001 by **KEVIN DUBOIS**, who is personally known to me and who did take an oath.

**THE FOREGOING INSTRUMENT** was acknowledged before me on this

**NOTARY PUBLIC**

My Commission Expires:



State of Florida-at-Large

Sign:

Print:

*Greta M. Owens*  
Greta M. Owens

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA, AND  
ACCEPTANCE OF AGENT UPON WHOM PROCESS  
MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

**FIRST**, that **HALL and DUBOIS, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 27781 Lipizzan, Punta Gorda, Florida 33982, has named **JOHN L. POLK, ESQUIRE**, located

at 141 West Marion Avenue, Punta Gorda, Florida 33950, as its agent to accept service of process within Florida.

DATED this 14 day of Dec, 2001.

  
WILLIAM LEWSHANE HALL

  
KEVIN DUBOIS

HAVING BEEN NAMED to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
JOHN L. POLK  
Registered Agent

STATE OF FLORIDA

COUNTY OF CHARLOTTE

THE FOREGOING INSTRUMENT was acknowledged before me this 4th day of November, 2001, by JOHN L. POLK, who is personally known to me and who did take an oath.

My Commission Expires:



NOTARY PUBLIC

State of Florida-at-Large

Sign:

Print:

Diane M. Myers

Diane M. Myers

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED