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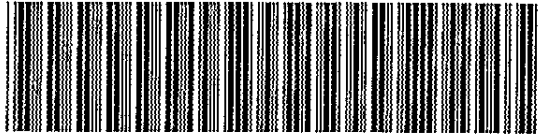
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01/06/03--01052--011 \*\*78.75

FILED  
03 JAN -6 PM 4: 27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**GEORGE TRENEN BUSH CPA & CO., P.A.**

CERTIFIED PUBLIC ACCOUNTANT

205 Avenue K, S.E.

Winter Haven, Florida 33880

(863) 401-8866

Fax (863) 401-8503

Member

Florida Institute Of  
Certified Public Accountants

Member

American Institute Of  
Certified Public Accountants

January 2, 2003

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: TOP QUALITY ASPHALT, INC.

Gentlemen:

Enclosed for filing please find Articles of Incorporation for TOP QUALITY ASPHALT, INC. together with our check in the amount of \$78.75 for filing fee, designation of resident agent, and a certified copy to be returned to me.

Thank you for your assistance.

Sincerely,



GEORGE TRENEN BUSH

GTB:rae

enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**TOP QUALITY ASPHALT, INC.**

**FILED**  
03 JAN -6 PM 4: 27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator hereby certifies to the following in order to form a corporation for a profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is , TOP QUALITY ASPHALT, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE IV - PRINCIPAL OFFICE**

The principal office of this corporation is at 6831 Estate Road, Lakeland, Florida 33809 and the corporate mailing address is at P.O. Box 5058, Lakeland, Florida 33807-5058.

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

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

The street address of the initial registered office of this corporation is 205 Avenue K, S.E., Winter Haven, Florida 33880, and the name of the initial registered agent at that address is GEORGE TRENEN BUSH.

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

This corporation shall have (3) director initially. The number of Directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one. The individuals constituting the original Board shall be:

PRESIDENT- DAVID SPIKER  
665 SHANKLIN AVE.  
BARTOW, FL 33830

VICE PRESIDENT- STEVE L. SPIKER  
6831 ESTATE ROAD  
LAKELAND, FL 33809

SECRETARY/TREASURE -THOMAS SPIKER  
P.O. BOX 937  
BABSON PARK, FL 33827

#### **ARTICLE VIII - INCORPORATOR**

**GEORGE TRENEN BUSH** is the person signing these Articles of Incorporation.

#### **ARTICLE IX - BY-LAWS**

The power to adopt, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE X - NON-RESTRICTION OF CONTRACT**

No contract or other transaction of the corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing shall be effected or invalidated by the fact that any director of this corporation is party to or interested in such contract or other transaction or in any way

connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

**ARTICLE XI - SHARE TRANSFER RESTRICTIONS**

Shares of the corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<b><u>Shareholder</u></b>	<b><u>Number of Shares</u></b>
STEVE SPIKER	100
THOMAS SPIKER	100
PAMELA SPIKER	100

Shares held by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms, and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

**ARTICLE XII - AMENDMENT**

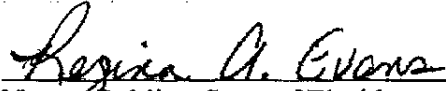
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

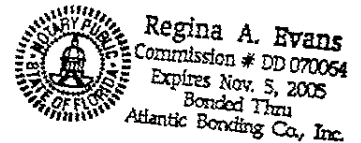
  
GEORGE TREMEN BUSH

STATE OF FLORIDA  
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared GEORGE TREMEN BUSH,  who is personally known to me or who has produced \_\_\_\_\_ as identification, known to me to be the incorporator of TOP QUALITY ASPHALT, INC., and who executed the foregoing Articles of Incorporation and who acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 2nd day of January, 2003.

  
Notary Public - State of Florida  
My Commission Expires:  
My Commission No.



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

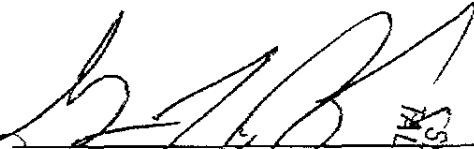
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First -- that TOP QUALITY ASPHALT, INC., desiring to organize under the laws of the State of Florida, has named GEORGE TRENEN BUSH, 205 Avenue K, S.E., Winter Haven, Florida 33880, 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.



GEORGE TRENEN BUSH  
Registered Agent

03 JAN -6 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
**FILED**