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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

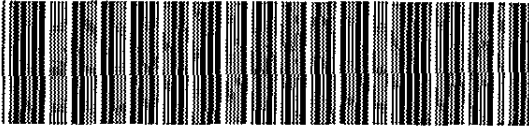
(Business Entity Name)

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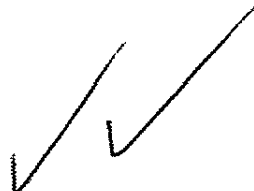
[Handwritten Signature]
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02/07/03--01042--010 **122.50

FILED
03 FEB -7 PM 2:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA



WAYNE R. COMPTON
ATTORNEY AT LAW

7436 LEM TURNER ROAD
JACKSONVILLE, FLORIDA
32208

TELEPHONE
AREA CODE 904
765-7137
765-7171
FAX 765-0044

January 28, 2003

Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

RE: Aspinwall Earthworks, Inc.

Dear Sir:

Please find enclosed my ~~trust~~ check for \$122.50 to cover the cost of filing the enclosed Articles of Incorporation of the above reference style.

Upon filing the original, please forward to my office a certified copy of the recorded instrument.

I thank you for your cooperation in this matter. Should you have any questions, please feel free to contact my office.

Respectfully,



Wayne R. Compton

WRC/jl
enclosure

ARTICLES OF INCORPORATION

OF

ASPINWALL EARTHWORKS, INC.

FILED
03 FEB - 7 PM 2:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, file this document for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that I have become such corporation, pursuant to the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is **ASPINWALL EARTHWORKS, INC.**

ARTICLE II. DURATION

This corporation is to have a perpetual existence.

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any or lawful business as permitted by laws of the State of Florida.

ARTICLE IV. CAPITALIZATION

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stocks.

ARTICLE V. PREEMPTIVE RIGHTS

Every stockholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance

of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5663 Zidell Road, Callahan, Florida 32011 and the name of the initial registered agent of this corporation at that address is Sherry Thomas, and the principal place of business is the same.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Sherry Thomas	5663 Zidell Road Callahan, Florida 32011
Donald Aspinwall	5663 Zidell Road Callahan, Florida 32011

ARTICLES OF INCORPORATORS

The names and addresses of the person signing these articles are:

Sherry Thomas	5663 Zidell Road Callahan, Florida 32011
Donald Aspinwall	5663 Zidell Road Callahan, Florida 32011

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate this 28 day of January, 2003.

WITNESS:

Hazel P. Lambert

Sherry Thomas
SHERRY THOMAS

Judith K. Lucas

Donald Aspinwall
DONALD ASPINWALL

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, duly authorized by law to administer oaths and take acknowledgments, personally appeared Sherry Thomas and Donald Aspinwall, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation and before me, acknowledged their signatures and to free act and deed for the uses and purposes therein stated.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 28 day of January, 2003.



Hazel P. Lambert
MY COMMISSION # DD099843 EXPIRES
April 13, 2006
BONDED THRU TROY FAIN INSURANCE, INC

Hazel P. Lambert
Notary Public
State of Florida at Large
My Commission Expires:

I am hereby familiar with and accept the duties and responsibilities as Registered Agent for Aspinwall Earthworks, Inc.

Sherry Thomas
SHERRY THOMAS

03 FEB -7 PM 2:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED