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ARTICLES OF INCORPORATION

2003 DEC 18 PM 2: 36

OF

D.J. RED MCDUFFIE DRAGLINE SERVICE, INC.

TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby binds himself to form a corporation under the laws of the state of Florida.

- 1. CORPORATE NAME. The name of the corporation is D.J. RED MCDUFFIE DRAGLINE SERVICE, INC.
- 2. CORPORATE PURPOSE. To include the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
 - 3. TERM. This corporation shall have perpetual existance.
- 4. ADRESS. The address of the principal office of this corporation in the state of Florida is: 2061 Brownlee Road, Seville, Florida 32190. The mailing address is: P.O. box 490, Seville, Florida 32190.
- 5. CAPITAL STOCK. The number of shares that may be issued by the corporation is 100 shares of commonstock of the par value of Ten Dollars per share.

Any shareholder desiring to sell any of the shares of the corporation shall first offer said shares to the corporation, at current value. Such shareholder shall give written notice to the secretary of the corporation of his intention to sell such shares, The corporation shall have 30 days from the receipt of such notice within which to exercise its option to purchase all or any full number of the shares so offered at the current value. Should the corporation refuse to excercise its option to purchase said shares, the other shareholders shall be granted the opportunity to purchase the shares which he already holds. Afterward, the sharehold may offer his shares to others, as he desires. However, no stockholder shall tyransfer his shares to (1) a person who does not consent to be taxed under Subchapter S, (2) to a non-resident alien, (3) to a trust corporation, or other

organization that may not be a stockholder of a corporation electing under Subchapter S, (4) to two or more persons if the effect thereof will be to increase the number of stockholders to more than the number permitted by Section 1371 of the Internal Revenue Code of 1954. Such a transfer may be permitted by the prior consent of persons owning a majority of the outstanding shares of the corporation. No transfer of shares shall be registered unless prior thereto the person in whose name the shares are to be registered agrees inwriting not to file a refusal consent to teh Subchapter S election. Such agreement shall be in a form satisfactory to counsel for the corporation.

6. SUBCHAPTER S STATUS. The corporation shall elect to be taxed as a Subchapter S corporation under the Internal Revenue Code. The corporation shall only authorize and issue one class of stock (voting common.)

No stockholder shall do an act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the corporation's election to be taxed as a Subchapter S Corporation.

- 7. INITIAL CAPITAL. The amount of capital with which this corporation will begin business is One Thousand Dollars.
- 8. <u>DIRECTORS</u>. This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors are:

D.J. RED MCDUFFIE and CONNIE K. MCDUFFIE
2061 Brownlee Road 2061 Brownlee Road _
Seville, FL 32190 Seveille, FL 32190

All decisions of the Board must be unanimous in order to bind the corporation.

9. OFFICERS. The officers of the corporation shall consist of a president and a secretary-treasurer, each of whom shall be appointed by the Board of Directors.

Such other officers and assistants and agents as may be deemed necessary may be electe or appointed by the Board of Directors from time to time.

The directors shall appoint officers annually, at a time to be fixed by the By-Laws. The president shall manage the corporation. The signature of the president,

alone, will bind the corporation, and this signature need not be extested by any other officer.

The specific duties of the corporate officers shall be as printed in the By-Laws of the corporation.

The names of the officers who are to serve until the first election or appointment are: D.J. RED MCDUFFIE - President and CONNIE K. MCDUFFIE - Secretary-Treasurer.

10. REGISTER AGENT. The name and address of the initial registered agent for the corporation is:

D.J. RED MCDUFFIE

2061 Brownlee Road
Seville, FL 32190

I hereby accept the appointment as initial registered agent for the corporation.

D.J. Red McDuffie

11. <u>SUBSCRIBER</u>. The name and Post Office address of the <u>subscriber</u> of those Articles of Incorporation are:

D.J. Red McDuffie

2061 Brownlee Road Seville, FL 32190

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, and one of the first directors thereof, has executed these Articles of Incorporation this 16 day of December _____, 2003

STATE OF FLORIDA COUNTY OF PUTNAM

The foregoing Articles of Incorporation were acknowledged before me this

16 day of December , 2003 by D.J. RED MCDUFFIE, who is personally known to me, did take an oath and say that he executed the foregoing Articles of Incorporation, and that the facts alleged in said instrument are true and correct.

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D.J. Red McDuffie, Affiant

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