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3/11/04

KATHRYN MARIE WELSH, P.A.
ATTORNEY AT LAW



1601 EAST BAY DRIVE, SUITE 2 LARGO, FLORIDA 33771 (727) 586-7088 FAX (727) 588-0415

March 2, 2004

Secretary of State
Corporate Division
Tallahassee, Florida 32304

RE: PHILLIPS CONSTRUCTION, INC.

To Whom It May Concern:

I am enclosing an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 enclosed which represents the following fees:

Filing Fee
Certified Copy
Registered Agent Fee

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "Kathryn Marie Welsh".

Kathryn Marie Welsh, Esquire

Enclosure

KMW/dc

Rec March 4

ARTICLES OF INCORPORATION

OF

PHILLIPS EXCAVATING & CONSTRUCTION, INC.

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be PHILLIPS EXCAVATING & CONSTRUCTION, INC.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be:

(1) To manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description.

(2) It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding seventy five thousand (75,000.00) shares which shall be designated common shares.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the principle office of the corporation in the State of Florida is 4006 Jenita Drive, Palm Harbor, Florida 34685. The initial street address of the registered office of the corporation in the state of Florida is 903

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Brittany Park, Tarpon Springs, FL 34689. The name of the initial registered agent of the corporation at such address is Mary Ann Phillips.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be one (1).

B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name(s) and address(es) of the initial member(s) of the Board of Directors, who shall hold office until (his, her, their) successors are duly elected and have qualified, (is, are):

<u>Name</u>	<u>Address</u>
Anthony S. Phillips	4006 Jenita Drive Palm Harbor, FL 34685

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Anthony S. Phillips	4006 Jenita Drive Palm Harbor, FL 34685

ARTICLE VIII - PREEMPTIVE RIGHTS

Holders of shares of any class or series of the Corporation shall, as such holders, for a period of thirty days following written notice of a prospective issuance, sale, or other transfer of shares by the corporation, have preemptive rights to purchase shares of any class or series hereafter issued, sold, or otherwise transferred for cash or a cash equivalent by the corporation of the same kind, class, and series, as the case may be, as that which such shareholders already hold, and, to the same extent, to purchase securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to purchase shares of the corporation. To be effective, a preemptive right must be exercised by a tender, in cash, to the corporation at its principal office, by the exercising shareholder, of the aggregate purchase

price of the shares to be purchased by such shareholder, together with a statement executed by such shareholder that such shareholder is thereby exercising his preemptive rights; provided, however, that: (i) such shareholder shall be entitled to exercise preemptive rights only with respect to all, and not less than all, shares to which such shareholder's preemptive rights then apply; and (ii) no preemptive rights shall be exercisable if the same would, in the opinion of legal counsel to the corporation, violate any law, rule, or regulation, including, but not limited to, federal or state securities laws, to which the corporation is subject.

ARTICLE IX - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested in either the Board of Directors or the shareholders; provided, however, that no By-Law adopted by the shareholders may be altered, amended, or repealed by the Board of Directors; and provided, further, however, that only the shareholders may adopt a By-Law which fixes, increases, or decreases the number of directors of the corporation.

ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

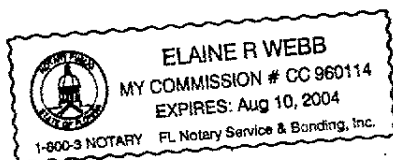
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at TARPON SPRINGS, FLA Pinellas County, Florida 16, this FEB. day of _____, 2004.


ANTHONY S. PHILLIPS

STATE OF FLORIDA)
) S.S.
COUNTY OF PINELLAS)

BEFORE ME the undersigned authority, personally appeared ANTHONY S. PHILLIPS, to me well known and known to me to be the person described in and who executed the foregoing instrument, who has produced a Florida driver's license as identification and who did take an oath.

Sworn to and subscribed before me this 16 day of FEB,
2004.



Elaine R Webb

NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, MARY ANN PHILLIPS, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to section 607.325 of the Florida General Corporation Act.

Mary Ann Phillips

MARY ANN PHILLIPS

903 Brittany Park

Tarpon Springs, FL 34689

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