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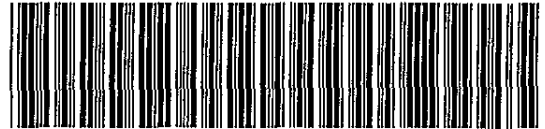
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# MACKEY LAW GROUP, P.A.

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April 16, 2004

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Subject: Carleton Concrete, Inc.

Enclosed is an original and one (1) copy of the following documents, and a check in the amount of \$78.75 representing the filing fee and fee for a certified copy/certificate.

Please issue a letter of acknowledgement upon filing.

Once these have been filed, please return the certified copy to us using the enclosed pre-paid FedEx envelope.

Thank you for your time and attention to this matter.

FROM: Robert A. Hoonhout, Esquire  
Mackey Law Group, P.A.  
1402 Third Avenue West  
Bradenton, FL 34205  
(941) 746-6225

**Articles of Incorporation  
Of  
Carleton Concrete, Inc.**

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**Article I**

The name of the corporation is Carleton Concrete, Inc.

**Article II**

The period of duration of the corporation is perpetual.

**Article III**

The corporation is organized to engage in concrete work, i.e. porches, driveways, etc., and/or any other business permitted by Florida business statutes and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental or connected with said purposes that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

**Article IV**

**Authorized Shares.** The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Capital Stock with a \$.01 par value.

**No classes of stock.** The shares of the corporation are not to be divided into classes.

**No shares in series.** The corporation is not authorized to issue shares in series.

**Article V**

The initial street address in Florida of the initial registered office of the corporation is 6524 3<sup>rd</sup> Avenue NE, Bradenton, FL 34208, and the name of the initial registered agent at such address is Jay Carleton.

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**Article VI**

The initial board of directors shall consist of one (1) member, who need not be a resident of the State of Florida or shareholder of the corporation.

**Article VII**

The name and address of the person who shall serve as director until the first annual meeting of shareholders, or until a successor shall have been elected and qualified is:

<b><u>Name</u></b>	<b><u>Number &amp; Street</u></b>	<b><u>City, State &amp; Zip Code</u></b>
Jay Carleton	6524 3 <sup>rd</sup> Avenue NE	Bradenton, FL 34208

**Article VIII**

The name and address of the initial incorporator is as follows:

<b><u>Name</u></b>	<b><u>Number &amp; Street</u></b>	<b><u>City, State &amp; Zip Code</u></b>
Mackey Law Group, P.A.	1402 3 <sup>rd</sup> Avenue West	Bradenton, FL 34205

**Article IX**

An affirmative vote of a majority of the outstanding shares of the corporation shall be required for any shareholder action.

**Article X**

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, upon the unanimous affirmative vote of all the shareholders.

**Article XI**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for (money, or any property or services) from time to time. The preemptive right of any shareholder shall be equal to the ratio that shareholder's issued shares of common stock held bears to the total number of shares of common stock then issued and outstanding.

**Article XII**

The address of the principal office of the corporation is 6524 3<sup>rd</sup> Avenue NE, Bradenton, FL 34208.

**Article XIII**

The shareholders shall not be personally liable for the debts of the corporation.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed of these articles of incorporation at the law office of Mackey Law Group, P.A., 1402 Third Avenue West, Bradenton, Florida, on this 16 day of April, 2004.

  
\_\_\_\_\_  
Jay Carleton

**Certificate of Designation of Registered Agent/Registered Office**

Pursuant to the provisions of Section 607.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and his Florida office:

1. **The name of the corporation is:** Carleton Concrete, Inc.
2. **The name and address of the registered agent and office is:**

Name: Jay Carleton

Address: 6524 3<sup>rd</sup> Avenue NE, Bradenton, FL 34208

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: 4-16-04

  
Jay Carleton

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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