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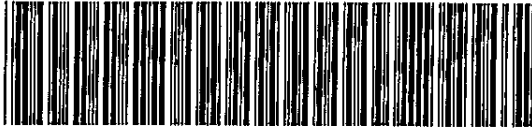
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**BIVENS, JONES & ASSOCIATES**

Attorneys and Counselors at Law

1543 Kingsley Ave. #18-B  
Orange Park, Florida 32073

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Burney Bivens, Esq.  
Edward W. Dawkins, Esq.  
Athiel (Josh) Jones, Esq.\*  
Robert E. Lee, Esq.\*\*

Also Admitted in New York\*  
Also Admitted in Ohio\*\*

July 21, 2004

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

**RE: Articles of Incorporation of Fab-Crete Construction Systems, Inc.**

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation of Fab-Crete Construction Systems, Inc.

Also, enclosed is our check in the amount of \$70.00 to cover the filing fees. Please return the extra copy of the Articles for the incorporation to my office after it has been filed.

Thank you for your cooperation.

Yours truly,

BIVENS, JONES & ASSOCIATES

  
Burney Bivens, Esquire

BB\tam

Enclosures

2004 JUL 22 AM 10:57  
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION  
OF  
FAB-CRETE CONSTRUCTION SYSTEMS, INC.

2004 JUL 22 AM 10: 57  
STATE  
ALLAHASSEE FLORIDA

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

ARTICLE I - NAME

The name of the corporation is Fab-Crete Construction Systems, Inc.

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

This corporation is organized for the purpose of manufacturing construction materials and any other business activity permitted under the laws of the United States and the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is 7,500 shares of capital stock for the par value of \$0.01 per share. The sum of \$75.00, the par value of all shares of capital stock of the corporation that have been issued, shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes, and the corporation is not authorized to issue shares in series.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The principal place of business of the corporation is located in Clay County, Florida, and the address is 64 Fox Valley Drive, Orange Park, Florida 32073. The name of the initial registered agent is Burney Bivens, Esquire, and the initial registered office is 1543 Kingsley Avenue, #18-B, Orange Park, Florida 32073.

**ARTICLE VI - DIRECTORS**

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

**ARTICLE VII - INITIAL DIRECTORS**

The names and addresses of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Huguette Breault	64 Fox Valley Drive Orange Park, FL 32073

**ARTICLE VIII - INCORPORATOR**

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

<u>NAME</u>	<u>ADDRESS</u>
Huguette Breault	64 Fox Valley Drive Orange Park, FL 32073

**ARTICLE IX - PREEMPTIVE RIGHTS**

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

shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE X - CUMULATIVE VOTING

The shareholders of the corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice-President of said corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE XI - SECTION 1244

This corporation and the shareholders hereof shall be subject to Section 1244 of the United States Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Orange Park, Clay County, Florida, on this 21<sup>st</sup> day of July, 2004.

  
Huguette Bréault, Incorporator

STATE OF FLORIDA     )  
  :SS  
COUNTY OF CLAY     )

FILED  
2004 JUL 22 AM 10:57  
STATE OF FLORIDA  
ALLAHASSEE

BEFORE ME, the undersigned authority, personally appeared HUGUETTE  
BREAULT, who is well known to be the person described in and who subscribed the above  
Articles of Incorporation, and he did freely and voluntarily acknowledge before me according  
to the law that he made and subscribed the same for the uses and purposes therein mentioned  
and set forth.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Orange  
Park, Clay County, Florida on this 21<sup>st</sup> day of July, 2004.



Tammi A. Mills  
Notary Public - State of Florida  
My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts his designation as registered agent for FAB-CRETE  
CONSTRUCTION SYSTEMS, INC.

Burney Bivens  
Burney Bivens, Esquire