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Raymond E. Thompson
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TELEPHONE (904) 622-3291

January 23, 1995

FAX (904) 651-8055

Secretary of State
State of Florida
The Capitol
Tallahassee, FL 32304

RE: A & P FILL DIRT, INC.

41000013888784
-01/25/95--01022-007
****122.50 ****122.50

Gentlemen:

With reference to the above captioned, I enclose herewith Articles of Incorporation of the above named corporation, along with this firm's trust account check in the amount of \$122.50, representing the following fees:

1. Filing fee-----\$35.00
2. Certified copy-----\$52.50
3. Registered Agent
Designation-----\$35.00
\$122.50

If you find the enclosed Articles of Incorporation in order, please issue same and forward certified copy to the undersigned. As in the past, your cooperation is sincerely appreciated.

Very truly yours,

Raymond E. Thompson

RET/rt

Enclosures

H. SPP JAN 27 1995

ARTICLES OF INCORPORATION

OF

A & P FILL DIRT, INC.

ARTICLE I

NAME: The name of this corporation is:

A & P FILL DIRT, INC.

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JUN 24 1980
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CITY OF
ORLANDO
FLORIDA
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ARTICLE II

DURATION: This corporation shall commence business on the date of acceptance by the Department of State of the State of Florida, and shall have perpetual existence, unless otherwise dissolved in accordance with the law.

ARTICLE III

PURPOSE: The corporation is organized for the purpose of transacting any and all lawful businesses, within and without the State of Florida.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue one thousand (1,000) shares of Ten Dollar (\$10.00) par value of common stock.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder, 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 prorata share thereof (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 and mailing address of the initial registered office, the principal office and the mailing address of the corporation is:

2655 S. W. Hwy 484
Ocala, FL 34473

The name of the initial registered agent of this corporation at that address is:

MARKO PAVICIC

ARTICLE VII

INITIAL BOARD

OF DIRECTORS: This corporation shall have one (1) director initially. The number may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

MARKO PAVICIC
2655 S. W. Hwy 484
Ocala, FL 34473

ARTICLE VIII

SUBSCRIBERS: The name and address of the person signing the Articles of Incorporation is:

MARKO PAVICIC
2655 S. W. Hwy 484
Ocala, FL 34473

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation this 23rd day of January 1995.

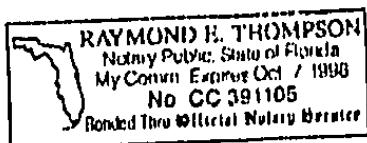
MANIKO PAVLICIC

STATE OF FLORIDA
COUNTY OF MARION

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MARKO PAVICIC, personally known to me to be the person who executed the foregoing Articles of Incorporation or who did produce a driver's license as identification and he acknowledged before me that he executed these Articles of Incorporation, and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 23rd day of January, 1995.

NOTARY PUBLIC



(sign)
(print)

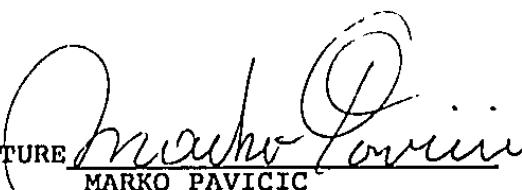
CORP-FRM
ANT-INC.MAR

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST --THAT A & P FILL DIRT, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT OCALA, STATE OF FLORIDA, HAS NAMED MARKO PAVICIC, LOCATED AT 2655 S. W. Hwy 484, CITY OF OCALA, STATE OF FLORIDA, 34473, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

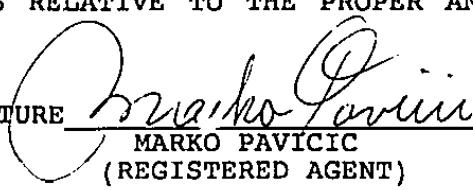

MARKO PAVICIC

TITLE: PRESIDENT

DATE: January 23, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE


MARKO PAVICIC

(REGISTERED AGENT)

DATE: January 23, 1995