

(SAMPLE LETTER OF TRANSMITTAL)

8950000/10663

Date

January 31, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re JAMES HAULING & BACKHOE SERVICES, INC.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

James Edward Tilley
(individual's name)

James Hauling & Backhoe Services, Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
3861 NW 178th ST		
Opa Locka, FL 33054		
PHONE		
(305)	624-3671	n/a
Area Code	Number	Ext.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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ARTICLES OF INCORPORATION

of
JAMES HAULING & BACKHOE SERVICES, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to act, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

JAMES HAULING & BACKHOE SERVICES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	James Edward Tilley/JAMES HAULING & BACKHOE SERVICES, INC.		
ADDRESS	14571 NW 25th AV		
CITY	Opa Locka	FLORIDA	ZIP 33054

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	James Edward Tilley		
ADDRESS	3861 NW 178th ST		
CITY	Opa Locka	FLORIDA	ZIP 33054

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	James Edward Tilley		
ADDRESS	3861 NW 178th ST		
CITY	Opa Locka	STATE FL	ZIP 33054
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	James Edward Tilley		
ADDRESS	3861 NW 178th ST		
CITY	Opa Locka	STATE	FL ZIP 33054
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 31st day of January, 19 95.

James Edward Tilley (Seal)
 _____ (Seal)
 _____ (Seal)

STATE OF FLORIDA)
) SS
 COUNTY OF DADE)

before me, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared

JAMES EDWARD TILLEY

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

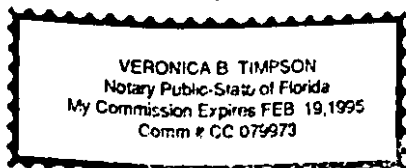
FLDL# T400-445-48-100-0

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 31st day of January, 19 95.

(Notary Seal)

Veronica B. Timpson
 (Notary Public, State of Florida at Large)

My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

JAMES HAULING & BACKHOE SERVICES, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation
at Miami, Dade county, Florida

has named James Edward Tilley
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

James Edward Tilley
(registered agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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