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Richard D. Jones  
1436 Indian Trails South  
Palm Harbor, Florida 34683  
(813/787-3475)

March 15, 1995

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DIVISION OF CORPORATIONS  
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Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, FL 32301

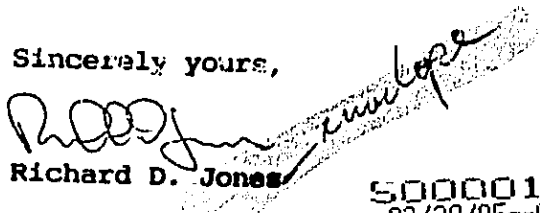
Re: R.D. Jones, Right of Way, Inc.

Dear Sir:

I am enclosing a check in the amount of \$122.50 to cover the cost of filing the enclosed Articles of Incorporation for R.D. Jones, Right of Way, Inc. Please file these Articles of Incorporation, and return a certified copy to me in the enclosed addressed envelope.

If you require any additional information, please let me know.

Sincerely yours,

  
Richard D. Jones

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**ARTICLES OF INCORPORATION  
OF**

**R.D. JONES, RIGHT OF WAY, INC.**

The undersigned subscribed to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this Corporation is:

R. D. JONES, RIGHT OF WAY, INC.

and its initial office address and its principal office for the conduct of business is:

3017 Alternate U.S. 19  
Palm Harbor, Florida 34683

The Board of Directors may from time to time move the principal office to any other address in Florida.

**ARTICLE II**

The general nature of the business to be transacted by this corporation is:

a) To engage in every aspect and phase of profitable business, especially manufacturing services. To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real estate and personal property necessary for the rendering of professional services.

c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the

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corporation, and in general, either alone or in association with other corporations, firms, or individuals, to carry on the lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation to such extent as a corporation organized under the Florida Statutes may now or hereafter lawfully do.

d) To purchase and acquire, at the option of the corporation, any and all of its shares owned and held by any such shareholder as he should desire to sell, transfer or otherwise dispose of his shares in accordance with any Buy-Sell Agreement adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided the capital of this corporation is not impaired.

e) To purchase and acquire, at the option of the corporation, the shares owned and held by any shareholder who dies, in accordance with any Buy-Sell Agreement adopted by the shareholder by this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

f) To enter into, at the option of the corporation, for the benefit of its employees, one or more of the following:

- 1) a pension plan;
- 2) a profit sharing plan, if such a plan is not otherwise prohibited by the Code of Ethics of the Profession.

- 3) a stock bonus plan;
- 4) a thrift savings plan;
- 5) a restricted stock option plan; or
- 6) other retirement or incentive compensation plans.

g) The foregoing paragraphs shall be construed as enumerating the purposes, objects, and powers of this corporation, and no recitation, expression, or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

#### ARTICLE III

The maximum number of shares of this corporation which it is authorized to have outstanding at any one time is 10,000 shares of common stock at \$1.00 par value. Said stock shall be deemed Section 1244 stock pursuant to the Internal Revenue Code of 1954, as amended. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, other than stock or securities, in lieu thereof, at a just valuation to be fixed by the board of directors of this corporation. The minimum capital with which this corporation shall begin business is \$1,000.00.

#### ARTICLE IV

The term for which this corporation shall exist shall be perpetual and the business of this corporation shall be conducted, carried on, and managed by the officers of this corporation and a

board of directors composed of one (1) or more members, which number may be altered from time to time in accordance with the By-Laws adopted by this corporation within the limitations prescribed by law.

The name and street address of each member of the first board of directors is:

Richard Jones, Director  
1436 Indian Trials South  
Palm Harbor, Florida 34683

Robert M. Hickey, Director and Chairman of the Board  
404 Woodley Woods  
Winnetka, Il 60093

They shall hold office until the first annual meeting of stockholders.

The officers of this corporation shall be a President and any other officer as to the board of directors may deem expedient. Any two or more offices may be held by the same person.

#### ARTICLE V

The name and address of the original subscribers to these Articles of Incorporation and the officer and members of the board of directors of this corporation, subject to the provisions of these Articles of Incorporation, by By-Laws, and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation, or until successors are elected and have qualified, are as follows:

Richard Jones  
President and Secretary,

Robert M. Hickey,  
Treasurer

The above original subscriber of this corporation and Robert M. Hickey shall have joint ownership interest and shares at the inception of this corporation.

#### ARTICLE VI

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock, multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

#### ARTICLE VII

No contract or other transaction of this corporation with any person, firm, or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract or other transaction or in any way connected with such person, firm, or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person, or corporation in which he may be in any way interested.

#### ARTICLE VIII

No holder of common stock of this corporation shall have any pre-emptive right to purchase or to subscribe to any new issues of any type of stock of the corporation, and no shareholder shall have any pre-emptive right to purchase or to subscribe to any such stock unless so permitted by a majority vote of the board of directors of this corporation. "New issues" shall be construed to mean any number of shares of the capital stock of this corporation originally authorized by these Articles of Incorporation of this corporation, but not initially issued, as well as any other shares of any kind subsequently authorized by these Articles of Incorporation or any amendment thereto.

#### ARTICLE IX

The street address of the initial principal office of this corporation is 3017 Alternate U.S. 19, Palm Harbor, Florida 34683, and the name and address of the initial registered agent of this corporation is RICHARD JONES, 1436 Indian Trails South, Palm Harbor, Florida 34683.

#### ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights

of the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the subscriber executed these Articles of  
Incorporation this 15 day of MARCH, 1995.

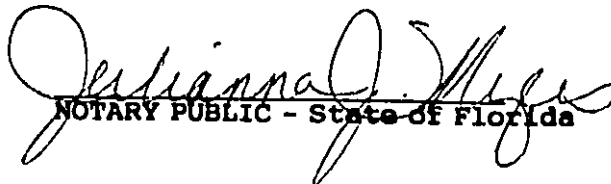
  
\_\_\_\_\_  
RICHARD JONES

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

SWORN TO AND SUBSCRIBED before me by RICHARD JONES, known to  
me by my review of his Florida Drivers License No. J520-744-55-178;  
this 15<sup>th</sup> day of March, 1995.

WITNESS MY HAND and official seal in the County and State  
named above; this 15<sup>th</sup> day of March, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC - State of Florida

My Commission Expires:




OFFICIAL SEAL  
JULIANNA J. MYERS  
My Commission Expires  
Aug. 17, 1996  
Comm. No. CC 222111



CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designed in the foregoing Articles of Incorporation, the undersigned accepts the designation.

  
\_\_\_\_\_  
RICHARD JONES  
1436 Indian Trails South  
Palm Harbor, Florida 34683

JONESRIC\PLEAD\ARTICLES  
02/28/95

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