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TRANSMITTAL LETTER

FILED

95 APR 12 AM 11:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: DEPARTMENT OF STATE
C/O DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

SUBJECT: NORTHWEST SAND AND SHELL, INC.
(Proposed corporate name)

Enclosed is an original and 1 (one) copy of the Articles of Incorporation and a check for \$122.50, that is for the filing fee and a certified copy of the Articles of Incorporation.

Fr: Ralph E. Bates
18800 East Colonial Drive
Orlando, Florida 32820
Tel (407) 568-1521

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be NORTHWEST SAND AND SHELL, INC. For Purposes of doing business, this corporation shall be permitted to use the designation N.W. in place of NORTHWEST when approved by the incorporators when conducting business and for purposes of identification.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address for this corporation shall be 18800 East Colonial Drive Orlando, Florida 32820. The initial address for the corporation may be subject to change upon the approval by the Board of Directors as long as it remains within the State of Florida.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares. This stock will be a common stock with a par value of \$1.00 per share.

ARTICLE IV INITIAL REGISTERED AGENT

The name and address of the initial registered agent for the corporation is:

Ralph E. Bates
18800 East Colonial Drive
Orlando, Florida 32820

As registered agent for the corporation, the agent shall be authorized to accept all certified processes on behalf of the corporation.

ARTICLE V INCORPORATORS

The names, addresses, and amounts of initial stock issuance for the incorporators is as follows:

Ralph E. Bates 18800 East Colonial Drive Orlando, Florida 32820 250 shares
S.S.N. 410-52-8372

John D. Eisenger 2223 Avenue C N.W. Winter Haven, Florida 33880 250 shares
S.S.N. 218-90-4839

ARTICLE VI BOARD OF DIRECTORS

The initial Board of Directors for the corporation is as follows:

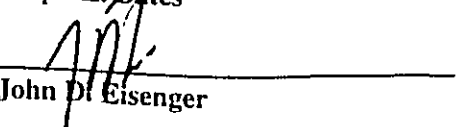
Ralph E. Bates President
18800 East Colonial Drive
Orlando, Florida 32820

John D. Eisenger Secretary/Treasurer
2223 Avenue C N.W.
Winter Haven, Florida 33880

The Board of Directors initial period to serve shall be for a 1 (one) year period commencing on the day of incorporation. Each year thereafter, the stockholders of record shall vote for the individuals to serve on the Board of Directors.

The undersigned incorporators have executed these Articles of Incorporation this 28th day of March, 1995.


Ralph E. Bates


John D. Eisenger

Certificate of Designation of Registered Agent/Registered Office

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office, in the State of Florida.

The name of the Corporation is known as NORTHWEST SAND AND SHELL, INC.

The name and address for the registered agent and office is:

Ralph E. Bates
18800 East Colonial Drive
Orlando, Florida 32820

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated above 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.


Signature- Ralph E. Bates

March 28, 1995
Date