

P950000 53088

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

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for **EXCAVATING, INC.** along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it.

Thank you,

000001580290
-07/05/95--01074--017
++++70.00 ++++70.00

FILED
1995 JUN -5 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**LYONS CAPITAL
MANAGEMENT**
Financial Services
1955 Drew Street
Clearwater, FL 34625

JUN 4 1995

Articles of Incorporation

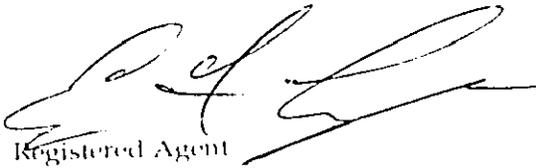
1. The name of the corporation is THIRD WORLD EXCAVATING, INC.
2. The principal place of business and mailing address of the corporation is 1955 DREW STREET, CLEARWATER, FL 34625
3. The corporation shall have the authority to issue 1,000 shares of common stock, in one class only, each with a par value of \$ 1.00
4. The registered agent of the corporation is EUGENE CUNNINGHAM and the registered address is 1955 DREW STREET CLEARWATER Florida 34625
5. The initial Board of Directors shall have 2 member(s) whose name(s) and address(es) is/are as follows:
EUGENE CUNNINGHAM 1955 DREW STREET, CLEARWATER, FL 34625
DAVID RICHARDSON 1955 DREW STREET, CLEARWATER, FL 34625
The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.
6. The incorporator of this corporation is DAVID RICHARDSON whose address is 1955 DREW STREET, CLEARWATER, FL 34625

Dated JUNE 26, 1995

Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated 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 am familiar with and accept the obligations of my position as registered agent.

Dated JUNE 26, 1995


Registered Agent

FILED
1995 JUL -5 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WAIVER OF NOTICE
OF THE ORGANIZATION MEETING
OF
THIRD WORLD EXCAVATING, INC.

FILED
1995 JUN -5 4 10 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators named in the certificate of incorporation of the above-named corporation hereby agree and consent that the organization meeting of the corporation be held on the date and time and place stated below and hereby waive all notice of such meeting and of any adjournment thereof.

Place of meeting: 1955 DREW STREET, CLEARWATER, FL 34625

Date of Meeting: JUNE 26, 1995

Time of meeting: 2:45 P.M.

Dated: JUNE 26, 1995

Incorporator

Incorporator

Incorporator

095000053088

CAPITAL CONNECTION, INC.

No 52654

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Third World Excavating, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert-Copy(s) <u>photocopy</u>		
✓ Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS		
FEE.....		
DISBURSED.....		
SURCHARGE.....		
TAX on corporate supplies.....		
SUBTOTAL.....		
PREPAID.....	\$	
BALANCE DUE.....	\$	
	\$	

RE RECEIVED MAR 27 1996

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME 12:00 CK No. _____
 BY _____

WALK-IN 3/27 12:00
 Will Pick Up

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days: 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
Third World Excavating, Inc., a Florida Corporation

To: Department of State
Tallahassee, Florida 32304

96 MAR 27 11:20 AM '96

Pursuant to the provisions of Section 607.187 of the Florida Statutes, the undersigned corporation adopts the following amendment to its articles of incorporation:

1. The name of the corporation is Third World Excavating, Inc..
2. The following amendments of the articles of incorporation were adopted by the shareholders and directors of the corporation on March 21, 1996, in the manner prescribed by the Florida General Corporation Act: Article I, which read "The name of the Corporation is Third World Excavating, Inc." was changed to read, "The name of this Corporation is Third World, Inc.."
3. The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class	Number of Shares
Common	100
5. The number of shares voted for such amendment was 100; and the number of shares voted against such amendment was 0.
6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

Class	Number of Shares Voted	
	For	Against
Common	100	0
7. The manner in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment is to be effected, is as follows: not applicable.
8. The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: not applicable.

Dated: March 21, 1996. Third World, Inc. A Florida Corporation

By Dave Richardson
Dave Richardson
Shareholder, Director & Officer

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned Notary Public of the State of Florida, upon proof of identification, did appear Dave Richardson, to whom I made known the contents of this document, whereupon he acknowledged that he did execute the same as his voluntary act and deed for the purposes therein stated.

Sworn to and subscribed before me this 21st day of March, 1996.



CINDY ANN GASH
M. Commission No. CC207207
Expires 03/24/1997
Bonded by HAI
800-422 1555

Cindy Ann Gash, Notary Public