

CAPITAL CONNECTION, INC.

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

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

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

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

PMC 7/18/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>AAK</i>	_____	_____	_____

WALK-IN
 Will Pick Up *7:18 1:00*

P95000055339

RE: All-States Concrete

July 18 1995 11:00 AM 25

	DIVISION OF CORPORATION	C.C. FEE	DISBURSED
<input checked="" type="checkbox"/> Capital Express			
<input type="checkbox"/> Art. of Inc. File			
<input type="checkbox"/> Corp. Record Search			
<input type="checkbox"/> Ltd. Partnership File			
<input type="checkbox"/> Foreign Corp. File			
<input checked="" type="checkbox"/> () Copy(s)			
<input type="checkbox"/> Art. of Amend. File			
<input type="checkbox"/> Dissolution/Withdrawal			
<input type="checkbox"/> C U S-			
<input type="checkbox"/> Fictitious Name File			
<input type="checkbox"/> Name Reservation			
<input type="checkbox"/> Annual Report/Reinstatement			
<input type="checkbox"/> Reg. Agent Service			
<input type="checkbox"/> Document Filing			
		200001539702	
		-07/18/95--01015--019	
		*****70.00 *****70.00	
<input type="checkbox"/> Corporate Kit			
<input type="checkbox"/> Vehicle Search			
<input type="checkbox"/> Driving Record			
<input type="checkbox"/> Document Retrieval			
<input type="checkbox"/> UCC 1 or 3 File			
<input type="checkbox"/> UCC 11 Search			
<input type="checkbox"/> UCC 11 Retrieval			
<input type="checkbox"/> File No.'s, Copies			
<input type="checkbox"/> Courier Service			
<input type="checkbox"/> Shipping/Handling			
<input type="checkbox"/> Phone ()			
<input type="checkbox"/> Top Priority			
<input type="checkbox"/> Express Mail Prep.			
<input type="checkbox"/> FAX () pgs.			

SUBTOTALS

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

FILED
 95 JUL 18 AM 11:31
 TALLAHASSEE, FLORIDA

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 INCORPORATION

OF

ALL-STATES CONCRETE WALL CORP.

FILED

95 JUL 18 AM 11:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be ALL-STATES CONCRETE WALL CORP. The principal office or the mailing address of the corporation is: 24438 Deer Run Boulevard, Loxahatchee, FL, 33470.

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - PURPOSE

The general purpose for which this corporation is organized is to engage in any lawful activity, or to transact any lawful activity, or to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 500 shares of common stock. Such shares shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The Initial Registered Office of this corporation shall be located at 24438 Deer Run Boulevard, Loxahatchee, FL, 33470. The name of the Initial Registered Agent of this corporation is Ralph DeSisto.

ARTICLE VI - INITIAL BOARD OF Directors

This corporation shall initially have one Director. The number of Directors may be changed from time to time by the By Laws, but shall never be less than one. The name and address of the initial Director is Ralph DeSisto.

ARTICLE VII - SPECIAL PROVISIONS

The following special provisions shall govern this corporation.

1. The time and place of the annual Shareholders meeting and the annual Director s meeting shall be fixed and provided for in the By-Laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or Director may waive notice of the time, place, and purpose of any meeting either before, at, or after such meeting.

2. There shall be a President, a Vice-President, a Secretary, and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the By-Laws. This corporation may also have such other officers, assistants, and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the By-Laws. Any person may hold two or more offices. The shareholders may,

at any time, by majority vote at a duly called and noticed meeting, declare any office or Directorship vacant, or remove any officer or Director and elect a successor thereto. Additionally, Directors may, at any time, by majority vote at a duly called and noticed meeting, declare any office vacant or remove any officer and elect a successor thereto.

3. The Director may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

4. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

5. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is, or are, interested in or is an officer or director of such other corporation; and any officer, officers, or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and not contract, act, or transact with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers, or directors of the corporation is a party or parties to or interested in such contract, act, or transaction, or in any

way connected with such person or persons, firm or corporations, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in anywise interested.

ARTICLE VIII - OFFICERS

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence, or until their successors are elected and qualified, shall be:

President	Ralph DeSisto
Vice President	Ralph DeSisto
Secretary/Treasurer	Nancy DeSisto

ARTICLE IX - INCORPORATOR


The name and address of the incorporator is:

Ralph DeSisto 24438 Deer Run Boulevard
Loxahatchee, Florida 33470

ARTICLE X - AMENDMENT

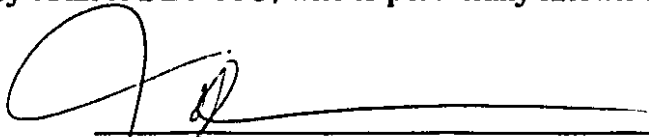
This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has subscribed to these Articles of Incorporation this 17th day of July 1995.


Ralph DeSisto

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 17th day of July 1995, by RALPH DESISTO, who is personally known to me and did not take an oath.


Notary Public

ACCEPTANCE BY DESIGNATED REGISTERED AGENT

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Dated this 17th day of July 1995.



Ralph, INC

OFFICIAL SEAL
JAAN RESTUCCIA
My Commission Expires
Jan. 13, 1997
Comm. No. CC 252864


Notary Public