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WHITMAR ASSOCIATES, INC.

P.O. Box 1550
Granby, CO 80446
800-447-4187

FILED
JAN 10 1996

January 9, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Gentlemen:

Enclosed are the Articles of Incorporation for **MIDWAY MINING AND SAND INC.** and a check for \$122.50 to cover the filing fees and certification fee. I respectfully request that the corporation become effective January 11, 1996.

If any further information is needed, please contact me at 800-447-4187 rather than returning the application.

Please return all documents after filing to the above address. I have enclosed a federal express package made out to my address for your convenience.

Thank you,

Elizabeth K. White

Elizabeth K. "Libby" White, CFP, ATP, EA

Enclosures

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**ARTICLES OF INCORPORATION
OF**

MIDWAY MINING AND SAND, INC.

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CLERK OF THE COURT

The undersigned incorporator, being of full age, does hereby make and file these Articles of Incorporation under the provisions of the Florida General Corporation Act for the purpose of becoming a corporation and does hereby accept all the rights, privileges and obligations conferred and imposed by the Laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is MIDWAY MINING AND SAND INC., with its principal address at 490 Carver Road, Rockledge, FL 32955.

ARTICLE II. DURATION

The duration of this corporation shall be perpetual existence unless voluntarily dissolved according to law.

ARTICLE III. PURPOSE

The purpose of this corporation is the transaction of any and all lawful business permitted under the Florida General Corporation Act.

ARTICLE IV. CAPITAL STOCK

The total number of shares which the corporation is authorized to issue is ONE THOUSAND (1,000) shares, all of which shall be common shares with par value of \$1.00.

All issued stock shall be held of record by not more than twenty five (25) persons. Stock shall be issued and transferable only to natural persons, estates or trusts as described in 26 U.S.C. 1371. No stock shall be issued or transferred to a nonresident alien.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 490 Carver Road, Rockledge, FL 32955, and the name of the initial registered agent of this corporation at that address is Thomas Houston.

ARTICLE VII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially who will serve until the first election of directors. The name and address of the initial director of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mary E. Houston	490 Carver Road Rockledge, FL 32955

ARTICLE IX. OFFICERS

The business of this corporation shall be conducted by the following officers:

President: Thomas L. Houston
Vice President: Mary E. Houston
Sec/Treasurer: Mary E. Houston

ARTICLE X. INCORPORATOR

The name and address of the person signing these articles is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas L. Houston	490 Carver Drive Rockledge, FL 32955

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 4th day of January, 1998

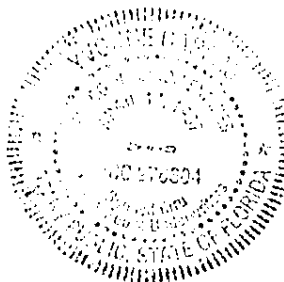
Thomas L. Houston
Thomas L. Houston Subscriber

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Thomas L. Houston, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 4th day of January, 1998

Sylvonne Capers
SYLVONNE CAPERS Print Name
Notary Public EXP 4/14/97
State of Florida at Large



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

First - that MIDWAY MINING AND SAND, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Rockledge, County of Brevard, State of Florida, has named **Thomas L. Houston**, located at 490 Carver Road, Rockledge, FL 32955 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



Thomas L. Houston
Registered Agent

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