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LAW OFFICE OF
THOMAS G. DEPETER, P.A.

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PHONE: (352) 472-5500
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January 16, 1996

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

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-01/18/96--01035--020
*****78.75 *****78.75

RE: Filing Articles of Incorporation for Willis Brothers, Inc.

Dear Records Official:

Enclosed are the following documents relating to the incorporation of Willis Brothers, Inc.:

- (1) Articles of Incorporation of Willis Brothers, Inc., signed by the incorporator of the corporation;
- (2) Designation of Registered Agent and Acceptance signed by the registered agent of the corporation; and
- (3) a check in the amount of \$78.75 for filing the Articles of Incorporation (\$35.00), Designation of Registered Agent and Acceptance (\$35.00), and for issuance of a Certificate of Status (\$8.75) of the corporation.

Please file the Articles of Incorporation and Designation of Registered Agent and Acceptance. After the articles have been filed, please forward a Certificate of Status to Thomas G. DePeter, P.A. in the enclosed return envelope.

If you have any questions, please contact me. Thank you very much for your assistance.

Sincerely,

Thomas G. DePeter

Thomas G. DePeter

Enclosures

FILED
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1996

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1/22/96

**ARTICLES OF INCORPORATION OF
WILLIS BROTHERS, INC.**

FILED

96 JAN 17 PM 2:00

CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF FLORIDA

ARTICLE ONE

The name of the corporation is Willis Brothers, Inc.

ARTICLE TWO

The corporation is formed for the purpose of engaging in the fill dirt and limestone business and any other lawful activity.

ARTICLE THREE

The principal office address of the corporation is 22321 NW 22nd Avenue, Newberry, Florida 32669 and the mailing address of the corporation is the same.

ARTICLE FOUR

The corporation shall have the authority to issue 1,000 shares of common stock, in one class only.

ARTICLE FIVE

The initial registered agent of the corporation is James H. Willis, and the initial registered office of the corporation is 22321 NW 22nd Avenue, Newberry, Florida 32669.

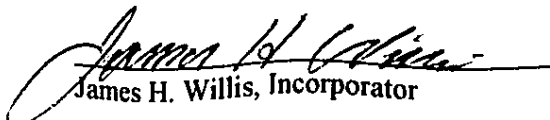
ARTICLE SIX

The incorporator of this corporation is James H. Willis, whose address is 22321 NW 22nd Avenue, Newberry, Florida 32669.

ARTICLE SEVEN

The initial directors of the corporation are James H. Willis, whose address is 22321 NW 22nd Avenue, Newberry, Florida 32669; and Rayburn M. Willis, whose address is 9616 NW 6th Place, Gainesville, Florida 32607. 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.


Dated January 11, 1996.


James H. Willis, Incorporator

DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

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 January 11, 1996


James H. Willis
Registered Agent

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TALLAHASSEE, FLORIDA