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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

.....CERTIFICO COPY X..... PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GUS

EXAMETHER'S THEFTALS: T. BROWN MAR - 8 1996

EFFECTIVE DATE MAR - 5 1996

ARTICLES OF INCORPORATION

OF

MATANZAS CONSTRUCTION COMPANY, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is MATANZAS CONSTRUCTION COMPANY, INC.

ARTICLE II

Duration

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles or upon filing with the Department of State of the State of Florida, in the event these Articles are not filed within five (5) days, exclusive of legal holidays, after execution and acknowledgment.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States or the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1507 San Rafael Way, St. Augustine, Florida 32084, and the name of the initial registered agent of the corporation at that address is Drury F. McCarthy. The principal office and registered agent office addresses are the same.

SECRETAGY OF STATE

ARTICLE VI

Directors

This corporation shall initially have one director. The number of directors may be increased or decreased from time to time by the bylaws but shall never be fewer than one. The name and street address of the members of the first board of directors of the corporation are:

NAME

STREET ADDRESS

Drury F. McCarthy

1507 San Rafael Way St. Augustine, Florida 32084

ARTICLE VII

Incorporator

The name and street address of the incorporator of this corporation is Drury F. McCarthy, 1507 San Rafael Way, St. Augustine, Florida 32084.

ARTICLE VIII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, amended or repealed in the manner provided in the bylaws by either the shareholders or the directors.

ARTICLE IX

Restrictions on Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE X

<u>Director Compensation</u>

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 5th day of March, 1996.

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STATE OF FLORIDA COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 5th day of March, 1996, by Drury F. McCarthy.

Print Name:
Notary Public, State of Florida
at Large.

My Commission Explores Shares 3, 1998
Bonded Thru Notary later Underwebers
(Notarial Seal.)

Personally known or Produced identification Type of identification produced

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

In compliance with Section 48.091, Florida Statutes, following is submitted:

MATANZAS CONSTRUCTION COMPANY, INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business in St. Augustine, Florida, has named Drury F. McCarthy, located at 1507 San Rafael Way, St. Augustine, Florida 32084, as its agent to accept service of process within the State of Florida.

Drury F. McCarthy

Incorporator

Dated: March 5, 1996

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Drury F McCarthy Agent for Service

Dated: March 5, 1996

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