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ATTORNEYS AT LAW

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June 5, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32214

500001865945
-06/18/96--01138--006
*****70.00 *****70.00

Attn: Terri Buckley

Re: HIGH SANDS, INC.

Dear Terri:

Enclosed please find a check in the amount of \$70.00 which represents the filing fee for the enclosed Articles of Incorporation.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,



Mary E. Schmude
Legal Assistant to
RANDOLPH & RANDOLPH, P.A.

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enclosures

FILED
95 JUN 13 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HIGH SANDS, INC.**

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56 JUN 13 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is HIGH SANDS, INCORPORATED.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The corporation shall engage in the business of construction and construction related activity and any other activity or business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of share of stock this corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock, each share having a par value of One Dollar (\$1.00).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV. EFFECTIVE DATE

The Effective date of this corporation is the date in which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE V REDEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his prorated share thereof, at the price at which it is offered to others, which price may be in excess of par value.

ARTICLE VI TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII ADDRESS

The initial street address of the principal office of this corporation shall be 43 Seminole Street, Stuart, Florida 34994.

ARTICLE VIII DIRECTORS

The corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. All directors shall be elected by affirmative vote of at least fifty-one percent (51%) of the outstanding shares.

ARTICLE IX INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are:

R. Jerry Randolph, Jr.
43 Seminole Street
Stuart, FL 34994

ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholders' meeting by a majority of the stock entitled to vote therein, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles be made.

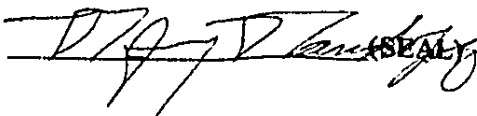
ARTICLE XII RESTRICTIONS ON TRANSFER OF STOCK

Stockholders may enter into agreements restricting the right to freely transfer stock in the corporation. This a legend on the share certificates will state that there may be a restriction upon share transfer.

ARTICLE XIII REGISTERED AGENT AND OFFICE

The Registered Agent designated for this corporation is R. Jerry Randolph, Jr., whose registered address is 43 Seminole Street, Stuart, Florida 34994.

IN WITNESS WHEREOF, we have hereunto set our hands and seals acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 5th day of June, 1996.

 (SEAL)

STATE OF FLORIDA)
 : ss
COUNTY OF MARTIN)

The foregoing instrument was sworn to and subscribed before me this 5th day of June, 1996, by R. Jerry Randolph, Jr.

(SEAL)


Notary Public

My Commission Expires:



MARY E. SCHLUDE
MY COMMISSION # CC481558 EXPIRES
July 18, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE

I hereby accept the foregoing designation of Registered Agent of HIGH
SANDS, INC.

Dated this 5th day of June, 1996.


R. JERRY RANDOLPH, JR.

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96 JUN 13 AM 8:21
CLERK OF STATE
TALLAHASSEE, FLORIDA