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June 10, 1996

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

6/10/96 11:51 AM
-06/21/96--010019--0111
****122.50 ****122.50

In Re: "Big Man" Construction, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed for the filing fee, certification fee and status report.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely yours,

SIMMONS, SOLOMON, DREYER & MANCINI

By: Pam E. Booker
PAM E. BOOKER, ESQUIRE
For the Firm

PEB/vb

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FILED
95 JUN 20 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

624.96
RF

AFFILIATED OFFICE:

299 BROADWAY, SUITE 420 • NEW YORK, NY 10007 • (212) 385-4840 • (800) 771-5297 • FAX (212) 385-4844

**ARTICLES OF INCORPORATION
OF
"BIG MAN" CONSTRUCTION, INC.**

FILED
96 JUN 20 AM 8:20
CLERK OF THE STATE
PALM BEACH, FLORIDA

The undersigned natural persons, acting as Incorporators for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be "Big Man" Construction, Inc. The principal office of this Corporation shall be 84 Pinewood Lane, Ft. Pierce, Florida 34950. The mailing address of this Corporation shall be 84 Pinewood Lane, Ft. Pierce, Florida 34950.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporation are as follows:

A. To engage in any activities or business permitted under the laws of the United States and Florida, including hauling, grading and paving services and any other lawful means of construction services.

B. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render such services in the State of Florida.

III

Capital Stock

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock at One (\$1.00) Dollar par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV

Pre-Emptive Rights

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind, or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares a shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice from the Corporation stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

V

Duration

The Corporation shall have perpetual existence.

VI

Registered Agent

The address of this Corporation's initial registered office is 95 S.E. Superior Way, Stuart, Florida 34997, and the name of its initial Registered Agent at said address is Robert Spaulding.

VII

Incorporator

The names and addresses of the Incorporators are as follows:

Evlee Wilson
84 Pinewood Lane
Ft. Pierce, FL 34950

Robert Spaulding
95 S.E. Superior Way
Stuart, FL 34997

VIII

Board of Directors

The Corporation shall have a Board of Directors consisting of three (3) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

Evlee Wilson
84 Pinewood Lane
Ft. Pierce, FL 34950

Robert Spaulding
95 S.E. Superior Way
Stuart, FL 34997

Jerry Gulker
347 Las Palmas Street
Royal Palm Bch., FL 33411

IX

Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

X

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XII

Bylaws

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote of a majority of all the members present in person or by proxy.

In Witness Whereof, the undersigned Incorporators have executed these Articles of Incorporation this 10th day of June, 1996.

By: E. Lee Wilson
EVLEE WILSON

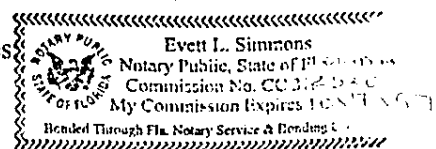
State of Florida
County of St. Lucie

The Foregoing Instrument was acknowledged before me this 10th day of June 1996, by EVLEE WILSON after producing Florida Driver's License # 1E123456789, is known to be the person who executed the foregoing **ARTICLES OF INCORPORATION**, as the Incorporator, who acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 10th day of June 1996.

E. L. Simmons
NOTARY PUBLIC-STATE of Florida

My commission expires



By: Robert Spaulding
ROBERT SPAULDING

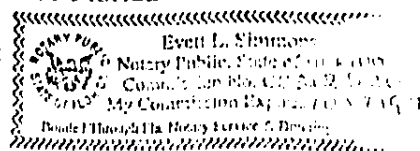
State of Florida
County of St. Lucie

The Foregoing Instrument was acknowledged before me this 10 day of June 1996, by ROBERT SPAULDING after producing Florida Driver's License # 1A123456789, is known to be the person who executed the foregoing **ARTICLES OF INCORPORATION**, as the Incorporator, who acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 10 day of June 1996.

Evel L. Simmons
NOTARY PUBLIC-State of Florida

My commission expires:



**CERTIFICATE DESIGNATING PLACES OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That "BIG MAN" CONSTRUCTION, INC., a Corporation for Profit, has named **ROBERT L. SPAULDING, 95 S.E. Superior Way, Stuart, Florida 34997**, as its agent to accept service of process within this state. Having been named to accept service of process for the above Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


ROBERT L. SPAULDING

15/BIGMAN/ARTICLES.

FILED
95 JUN 20 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA