

9/30/96 3:50 PM  
FROM: CRARY, BUCHANAN, BOWDISH, ET AL  
CONTACT: BETTY J DEES  
PHONE: (407)287-2600  
FAX #: (904)922-4001  
ACCT#: 076424001425  
FAX #: (407)287-0115

9/30/96  
FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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FROM: CRARY, BUCHANAN, BOWDISH, ET AL  
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PHONE: (407)287-2600  
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NAME: EARTHWORKS CONSTRUCTION, INC.  
AUDIT NUMBER.....H96000013701  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0  
CERT. COPIES.....1  
PAGES..... 5  
DEL.METHOD.. FAX  
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FROM CRARY, BUCHANAN 4072879988

P. 2

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**ARTICLES OF INCORPORATION  
OF  
EARTHWORKS CONSTRUCTION, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE 1  
NAME**

The name of the corporation shall be: **EARTHWORKS CONSTRUCTION, INC.**

**ARTICLE 2  
ADDRESS OF PRINCIPAL OFFICE OF CORPORATION**

The principal office of the corporation shall be located at: 2785 SE St. Lucie Boulevard, Stuart, Florida 34997. The mailing address of the corporation shall be: P.O. Box 1273, Stuart, Florida 34995-1273.

**ARTICLE 3  
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE 4  
PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Leigh A. Williams, Esq.  
555 Colorado Avenue  
Stuart, FL 34994  
407-287-2600  
Fla. Bar #: 788775  
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TALLAHASSEE, FLORIDA

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**ARTICLE 5  
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand Two Hundred (1200) shares of common stock having a nominal or par value of One and no/100 Dollars (\$1.00).

**ARTICLE 6  
REGISTERED AGENT**

The corporation's initial registered office and initial registered agent at that address shall be:

Leigh A. Williams

555 Colorado Avenue  
Stuart, Florida 34994

**ARTICLE 7  
DIRECTORS**

The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The names and street addresses of the members of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

John S. Leighton, III

P O Box 1273  
Stuart, Florida 34995

David B. Wolff

P O Box 1668  
Stuart, Florida 34995

Charles L. Wolff, Jr.

P O Box 1668  
Stuart, Florida 34995

Leigh A. Williams, Esq.  
555 Colorado Avenue  
Stuart, FL 34994  
407-287-2600  
Fla. Bar #: 788775  
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**ARTICLE 8  
INCORPORATORS**

The names and street addresses of the incorporators of these Articles of Incorporation are as follows:

John S. Leighton, III

P O Box 1273  
Stuart, Florida 34995

**ARTICLE 9  
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

**ARTICLE 10  
INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

**ARTICLE 11  
AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

Leigh A. Williams, Esq.  
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Stuart, FL 34994  
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FROM CRARY, BUCHANAN 4072879988

P. 5

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**ARTICLE 12  
MISCELLANEOUS**

Stockholders and directors meetings may be held within or without the State of Florida.

The undersigned incorporator has executed these Articles of Incorporation this 30<sup>th</sup> day of September, 1996.

  
\_\_\_\_\_  
John S. Leighton, III

Leigh A. Williams, Esq.  
555 Colorado Avenue  
Stuart, FL 34994  
407-287-2600  
Fla. Bar #: 788775  
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P. 6

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


The name of the corporation is EARTHWORKS CONSTRUCTION, INC.

The name and address of the initial registered agent and office is:

Leigh A. Williams

555 Colorado Avenue  
Stuart, Florida 34994

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 I am familiar with and accept the obligations of my position as Registered Agent.

  
Leigh A. Williams  
Registered Agent

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TALLAHASSEE, FLORIDA

Leigh A. Williams, Esq.  
555 Colorado Avenue  
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