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Green & Green
Attorneys at Law
DeFuniak Springs, Florida 32433

October 3, 1996

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Dear Sir or Madam:

I am enclosing herewith Articles of Incorporation for AGS Development & Construction, Inc., along with a certificate of designation for registered agent and our check in the amount of \$78.75 to cover the costs of filing fees. Please file the Articles and provide me with a certificate of status at your earliest convenience.

Yours very truly,


DAVID W. GREEN

DWG/bb

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -4 AM 9:51

5/10/9

ARTICLES OF INCORPORATION
OF
AGS DEVELOPMENT & CONSTRUCTION, INC.

FILED STATE
SECRETARY OF CORPORATIONS
96 OCT -4 PM 9:51

ARTICLE I - NAME

The name of the corporation is AGS Development & Construction, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any business which may be lawfully conducted in the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$10.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office shall be at 686 Hwy. 90 West, DeFuniak Springs, Florida 32433, and the initial registered agent shall be Harry A. Laird, III.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the Directors of this corporation are:

Gary R. Holmes
503 Via Internacional
DeFuniak Springs, FL 32433

Susan H. Holmes
503 Via Internacional
DeFuniak Springs, FL 32433

Harry A. Laird, III
96 Trae Lane
Seagrove Beach, FL 32459

ARTICLE VII - INCORPORATORS

The names and addresses of the persons signing these articles are:

Gary R. Holmes
503 Via Internacional
DeFuniak Springs, FL 32433

Susan H. Holmes
503 Via Internacional
DeFuniak Springs, FL 32433

Harry A. Laird, III
96 True Lane
Seagrove Beach, FL 32459

ARTICLE VIII - PRINCIPAL OFFICE AND MAILING ADDRESS


The address of the principal office of the corporation shall be 686 Hwy. 90 West, DeFuniak Springs, Florida 32433, and the mailing address of the corporation shall be 686 Hwy. 90 West, DeFuniak Springs, Florida 32433.

ARTICLE IX - RESTRICTIONS ON TRANSFER OF STOCK

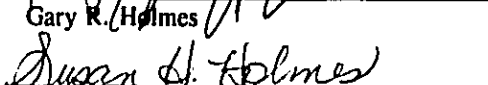
Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by the By-Laws or by written agreement among all of the shareholders and this corporation.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation this

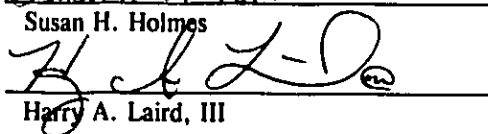
2nd day of October, A.D. 1996.



Gary R. Holmes



Susan H. Holmes



Harry A. Laird, III

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

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is AGS Development & Construction, Inc.
2. The name and address of the registered agent and office is Harry A. Laird, III, 686 Hwy. 90 West, DeFuniak Springs, Florida 32433.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS OF 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.

Name

Date

Harry A. Laird, III

10-2-96

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