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I N T E R
O F F I C E

MEMO

To: Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301



From: Office of Jane Cornett
Diane Daugherty,
Legal Assistant

000001973210--6
-10/15/96--01014--008
****122.50 ****122.50

Subject: Articles of Incorporation of Layne Construction Corporation

Date: October 10, 1996

The Articles of Incorporation, Copy of the Articles of Incorporation, Certificate of Resident Agent and check for \$122.50 are enclosed.

Please return to this office the extra copy of the Articles of Incorporation after it has been certified and filed with the State in the self-addressed, stamped envelope that is enclosed for your convenience.

Should you have any questions, please feel free to contact me at 286-2990.

enclosures

AL OCT 16 1996

FILED
96 OCT 14 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES OF
WACKIEN, CORNETT & GOOGE, P.A.

W. THOMAS WACKIEN*
JANE L. CORNETT
HOWARD E. GOOGE
DEBORAH L. ROSS
MICHAEL J. McCLUSKEY
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CHARLES W. SINGER
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October 8, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: LAYNE CONSTRUCTION CORPORATION

Gentlemen:

In reference to the above, enclosed are the original Articles of Incorporation and Certificate of Resident Agent for filing and certification. A check in the amount of \$122.50, representing the following, is also supplied:

Certification Fee	\$52.50
Registered Agent Fee	\$35.00
Filing Fee	\$35.00

It is requested that, in accordance with Florida Statute 607.167, the commencement date for corporate existence be upon recording.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Sincerely,



Jane L. Cornett, Esq.

JLC:dvd
enclosures

ARTICLE OF INCORPORATION
OF
LAYNE CONSTRUCTION CORPORATION

FILED
96 OCT 14 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is LAYNE CONSTRUCTION CORPORATION.

ARTICLE II - DURATION

This corporation shall exist in perpetuity commencing on the date of filing with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value stock. All of said stock may be payable in any manner authorized by law.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares at the price it is offered to the other purchasers.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 401 East Osceola Street, Stuart, Florida 34995, and the name of the initial Registered Agent of this corporation at that address is JANE L. CORNETT, ESQ.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

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

<u>NAME</u>	<u>ADDRESS</u>
SHERI L. INGALLS, PRESIDENT	1501 Decker Avenue, Unit #518 Stuart, Florida 34994
JOHN P. McFALL, VICE PRESIDENT	1501 Decker Avenue, Unit #518 Stuart, Florida 34994
CLAUDE A. MALLEY, SECRETARY	1501 Decker Avenue, Unit #518 Stuart, Florida 34994

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
SHERI L. INGALLS	1501 Decker Avenue, Unit #518 Stuart, Florida 34994

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, as represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XI - NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any Director without cause from office during his term.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The commencement date of this corporation shall be on the date of filing with the Secretary of State.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation. Any such amendment shall require the concurrence of two-thirds (2/3) of the shares entitled to vote.

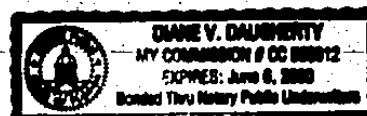
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of October, 1996.

Sheri L. Ingalls
SHERI L. INGALLS

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 8th day of October, 1996, by SHERI L. INGALLS, who is personally known to me or [] who has produced identification [Type of Identification: _____] and who did/did not take an oath.

DiAnne V. Daugherty
NOTARY PUBLIC
Commission Stamp/Seal:
Commission Expires: June 6, 2000
Commission No.: CL 559812



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT FOR SERVICE OF PROCESS**

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

That Layne Construction Corporation, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has appointed JANE L. CORNETT, ESQ., 401 East Osceola Street, Stuart, Florida 34995, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, and being familiar with, I hereby accept the obligations of that position and to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 7th day of October, 1996.


JANE L. CORNETT, ESQ.

FILED
96 OCT 14 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA