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December 18, 1996

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Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
ATTENTION: NEW FILINGS

Re: Pete Wagner Construction, Inc.

Dear Sir/Madam:

I am enclosing on behalf of the above named, an original Articles of Incorporation and copy of same along with my firm check made out to you in the amount of \$122.50. Please process the articles on incorporation and forward to me the necessary documents to allow me to obtain my corporate kit. I have provided a self addressed, stamped envelope for the return.

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,


JAMES A. YANCEY, ESQUIRE

JAY/mif
Enclosures as indicated

DEC 26 1996

BSB

12/23/96
96 DEC 19 AM 8:50
FILED
STATE
TALLAHASSEE, FLORIDA

FILED

96 DEC 19 AM 8:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PETE WAGNER CONSTRUCTION, INC.

The undersigned incorporator, being of full age, does hereby make and file these Articles of Incorporation under the provisions of the Florida General Corporation Act for the purpose of becoming a corporation and does hereby accept all the rights, privileges and obligations conferred and imposed by the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is PETE WAGNER CONSTRUCTION, INC. with its principal address at 1014 Hidden Court, Lakeland, Florida 33809.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless voluntarily dissolved according to law.

ARTICLE III - PURPOSE

The purpose of this corporation is to transact lawful business in the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1014 Hidden Court, Lakeland, Florida 33809, and the name of the initial registered agent of this corporation is Pete Wagner, 1014 Hidden Court, Lakeland, Florida, 33809.

ARTICLE VI - 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 at which it is offered to others.

ARTICLE VII - Bylaws

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

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

NAME

PETE WAGNER

ADDRESS

**1014 Hidden Court
Lakeland, Florida 33809**

ARTICLE IX - INCORPORATOR

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

NAME

ADDRESS

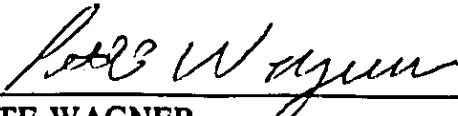
PETE WAGNER

1014 Hidden Court
Lakeland, Florida 33809

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of December, 1996.



PETE WAGNER

STATE OF FLORIDA
COUNTY OF POLK

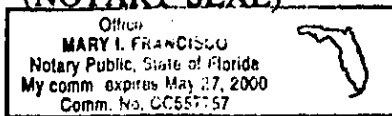
BEFORE ME, personally appeared PETE WAGNER, who has produced Fla drivers license as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 18th day of December, 1996.



NOTARY PUBLIC

(NOTARY SEAL)



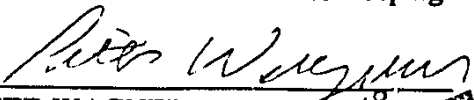
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That PETE WAGNER CONSTRUCTION, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, State of Florida, has named Pete Wagner, of 1014 Hidden Court, Lakeland, Florida 33809, 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 place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of this Act relative to keeping open said office.



PETE WAGNER
Registered Agent

FILED
95 DEC 19 AM 8:50
CLERK OF CIRCUIT COURT
POLK COUNTY, FLORIDA