P97000008950

January 1, 1997
Divisions of Corporations
D.W. McKinnon, Division Director
P.O. Box 6327
Tallahassee, FL 32399

RE: Incorporation of New Business

Dear Sirs:

Enclosed are (1) articles of incorporation, (2) Certificate designating place of business, and (3) check in payment of incorporation fees as follows:

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-01/24/97--01033--001
****122.50 ****122.50

| | |
|---|---|
| $ 35.00 | - Filing Fee - Profit Corporation |
| 52.50 | - Charter Tax (Minimum) |
| 35.00 | - Certificate Designating Registered Agent |
| $122.50 | Total Check |

Please return the certified copy of these articles of incorporation to our office.

FILED
97 JAN 24 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

Kent E. Bowlin
President, Kent-Crete, Inc.

1/29/97

FILED
97 JAN 24 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION
# OF
# KENT-CRETE, INC.

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## ARTICLE I - NAME

The name of this Corporation is Kent-Crete, Inc.

## ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

## ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 10,000 shares of the common stock at a par value of $1.00 per share.

## ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

## ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, 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 VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 1090 22nd Avenue NE, Naples, Florida 34120. The Board of Directors may from time to time move the principal office to any other address in Florida.

## ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

## ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors is:

Kent E. Bowlin
1090 22nd Avenue NE
Naples, Florida 34120

## ARTICLE IX - INCORPORATOR

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

Kent E. Bowlin
1090 22nd Avenue NE
Naples, Florida 34120

## ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

## ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1090 22nd Avenue NE, Naples, Florida 34120 and the name of the initial registered agent of this Corporation at that address is Kent E. Bowlin.

## ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

## ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

(SEAL)
Kent E. Bowlin
Incorporator

## REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for Kent-Crete, Inc., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

Kent E. Bowlin
Registered Agent

96707.1

FILED
97 JAN 24 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 24 PM 3:56
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS OF KENT-CRETE, INC.

The undersigned, being all the directors of KENT-CRETE, INC., hereby consent to the adoption and approval of the following resolutions in accordance with Florida Statute Section 607.0821:

## Officers

RESOLVED, the individuals whose names are set forth below are hereby elected to the offices set forth opposite their names, to hold such offices until the next annual meeting of the Board of Directors and until their respective successors are elected and have qualified, or until their earlier death, resignation or removal:

Kent E. Bowlin President/Secretary/Treasurer

## Articles of Incorporation

RESOLVED, that a copy of the Articles of Incorporation of this corporation and Certificate of Incorporation of this corporation are hereby ordered to be entered in the minute book of this corporation preceding the minutes of this written action.

## Bylaws

RESOLVED, that the Bylaws set out in this minute book following the Certificate of Incorporation and immediately preceding the minutes of this meeting are hereby ratified and approved.

## Seal

RESOLVED, that the seal impressed on the margin of this page, adjacent to the records of this resolution, is adopted as the corporate seal of this corporation.

## Stock Certificate

RESOLVED, that the form of stock certificate inserted in this minute book immediately following the minutes of this meeting and marked "specimen" is hereby ratified and approved, and that form shall be used in issuing certificates of stock of this corporation.

## Banking Resolution

RESOLVED, the banking resolution attached to this written action is hereby ratified and approved and the bank designated therein shall be the depository of the corporate funds.

## Issuance of Stock

RESOLVED, that the officers of this corporation be, and they hereby are, authorized in the name and on behalf of this corporation and under its corporate seal, or otherwise, to issue certificates representing ownership of shares of the common stock of this corporation as follows:

| SHARES TO BE ISSUED TO | NO. OF SHARES | CERTIFICATE NUMBER | CONSIDERATION THEREFORE |
|---|---|---|---|
| Kent E. Bowlin | 1,000 | 1 | $1,000.00 |

RESOLVED, that after receipt of the consideration set forth above, and upon the issuance of the aforesaid stock, the shares of common stock represented thereby shall be validly issued, fully paid and non-assessable shares of the common stock of this corporation.

## S Corporation Election

RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed to execute such documents and take such steps as may be necessary or appropriate to effect the election by this corporation to be taxed as an S corporation in accordance with the Internal Revenue Code of 1986, as amended.

## Further Action

RESOLVED, that the proper officers of this corporation be, and they hereby are, authorized and directed, in the name of and on behalf of this corporation and under its corporate seal, or otherwise, to take such action as they deem appropriate or necessary to carry out the intent and accomplish the purpose of the foregoing resolutions.

1/1/97
Date

Kent E. Bowlin

96708.1