

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
2-1-97

NR 796-5575

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<u>2/6/97</u>		
TIME	<u>9:50</u>		CK No. _____
BY	<u>DR</u>		

WALK-IN
 Will Pick Up _____

RE:

Paquette Asphalt Industries, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express**		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED
 97 FEB - 6 PM 2:44
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 RECEIVED
 97 FEB - 6 AM 10:47
 DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 22, 1996

J. ROBERT DUGGAN, ESQ.
HOWELL, TAYLOR & DUGGAN
P. O. BOX 490208
LEESBURG, FL 34749-0208

The name PAQUETTE ASPHALT INDUSTRIES, INC. has been reserved for 120 days beginning November 22, 1996. The reservation number is R96000005575 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 696A00053249

EFFECTIVE DATE

2-1-97

**ARTICLES OF INCORPORATION
OF
PAQUETTE ASPHALT INDUSTRIES, INC.**

**FILED
97 FEB -6 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I. NAME

NAME: The name of this corporation is **PAQUETTE ASPHALT INDUSTRIES, INC.**

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the 1st day of
February, 1997.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of owning, operating and maintaining an asphalt plant and transacting any and all other lawful business in the State of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of (\$1.00) par value common stock.

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and street address of the initial registered office of this corporation is 1335 Thomas Avenue, Leesburg, Florida 34748 and the name of the initial

registered agent of this corporation at that address is J. STEWART PAQUETTE.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

J. STEWART PAQUETTE
1335 Thomas Avenue
Leesburg, Florida 34748

ARTICLE VIII. SUBSCRIBER

The name and address of the subscriber signing these articles is:

J. STEWART PAQUETTE
1335 Thomas Avenue
Leesburg, Florida 34748

ARTICLE IX. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise, unless fifty-one percent (51%) of the Board of Directors of this corporation shall resolve to do so in a regular or special meeting at any time before or after the corporation has acted.

ARTICLE X. INDEMNIFICATION

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

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on the 1st day of February, 1997.

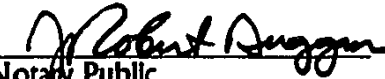

J. STEWART PAQUETTE

STATE OF FLORIDA

COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared J. STEWART PAQUETTE, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: PERSONALLY KNOWN and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of February, 1997.


Notary Public
J. Robert Duggan
Printed Name

My Commission Expires:

(SEAL)



J. ROBERT DUGGAN
MY COMMISSION # CC471291 EXPIRES
June 12, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

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

FILED
97 FEB -6 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First--That PAQUETTE ASPHALT INDUSTRIES, 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 LEESBURG County

of LAKE, State of FLORIDA
has named J. STEWART PAQUETTE

located at 1335 Thomas Avenue, Leesburg, Florida 34748
(Street address and number of building,
Post Office Box address not acceptable)

City of LEESBURG, County of LAKE

State of Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 said Act relative to keeping open said office.

By J. Stewart Paquette
J STEWART PAQUETTE
(Registered Agent)