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March 14, 1997

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VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Southern Power Construction Corporation

900002115049--6
-03/17/97--01081--014
****122.50 ****122.50

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation. Please file one original and certify and return one original to me. A self-addressed envelope is included for your convenience.

Also enclosed is a check in the amount of \$122.50, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	<u>52.50</u>
	Total	\$122.50

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes
Nancy Barnes, Paralegal

NRB/trh
Enclosures

cc: Southern Power Construction Corporation

Dee 3/24

APPROVED
AND
FILED
97 MAR 17 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOUTHERN POWER CONSTRUCTION CORPORATION**

APPROVED
AND
FILED
97 MAR 17 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is: SOUTHERN POWER CONSTRUCTION CORPORATION

ARTICLE 2

Mailing Address

The mailing address of this corporation is 17924 Spencer Road, Odessa, Florida 33556.

ARTICLE 3

Shares

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 17924 Spencer Road, Odessa, Florida 33556, and the name of the initial registered agent of this corporation at that address is William J. Barry.

ARTICLE 5

Incorporator

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

William J. Barry
17924 Spencer Road
Odessa, Florida 33556

ARTICLE 6

Initial Board of Directors

This corporation shall have two (2) directors 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 directors of this corporation are:

William J. Barry
17924 Spencer
Odessa, Florida 33556

Elizabeth A. Barry
17924 Spencer Road
Odessa, Florida 33556

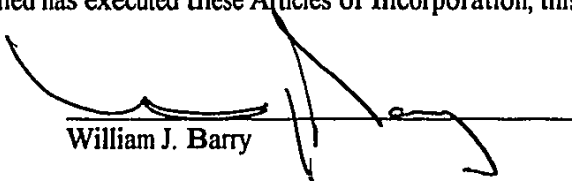
The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

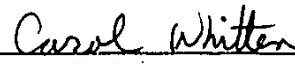
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this ____ day of March, 1997.



William J. Barry

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

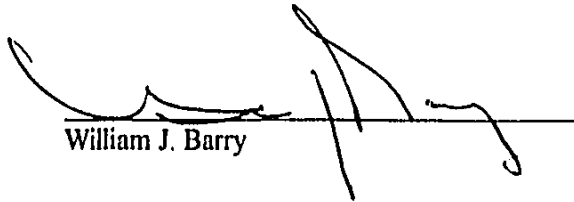
The foregoing instrument was acknowledged before me this ____ day of March, 1997 by William J. Barry, who is personally known to me or who has produced _____ as identification.



Name typed/printed CAROL WHITTEN
Notary Public, State of Florida
Commission No. and Seal:

Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.


William J. Barry

APPROVED
AND
FILED

97 MAR 17 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA