

PM 1000031881

LANE TROHN
ATTORNEYS AT LAW

ROBERT J. BERTRAND
Lakeland Office

JOHN A. ATTAWAY, JR. ROBERT J. BERTRAND CLARENCE A. BOSWELL ROBERT M. BRUSH HARRIS B. CAMPBELL THOMAS L. CLARKE, JR. DARNEY L. CONNER CHRISTINE C. DALY CHRISTOPHER M. FEAR JUDITH J. FLANDERS MITCHELL D. FRANKS STEPHEN B. FRENCH DONALD G. JACOBSEN MARK N. MILLER PATRICK J. MURPHY	E. ALEXANDER PULJO GARY S. RABIN EDWIN A. SCALES, III STEVEN L. SELPH KINGSWOOD SPROTT, JR. JONATHAN STIDHAM WOFFORD H. STIDHAM ROBERT O. STOKES JANET M. STUART JONATHAN B. TROHN ROBERT L. TROHN JOHN K. VREELAND DONALD H. WILSON, JR. A. H. LANE (RETIRED)
---	---

April 2, 1997

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Gentlemen:

EFFECTIVE DATE
4-7-97

400002132954--1
-04/03/97--01109--004
****122.50 ****122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -8 AM 7:50

Enclosed please find the original and a duplicate of Articles Incorporation for a new Florida corporation to be known as PCM, INC. Tracy of your office advised us by telephone that this name is available for a Florida corporation. After examination, please file the original of the Articles and return the duplicate to the undersigned duly certified to show the date of filing.

Please note that corporate existence is to commence as of the date of the execution and acknowledgment of the Articles.

Next, enclosed please find our firm check in the amount of \$122.50 to cover the filing fee of \$35.00, the fee for the certified copy of \$52.50 and the registered agent fee of \$35.00.

LANE, TROHN, CLARKE, BERTRAND, VREELAND & JACOBSEN, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (941) 284-2200 • FAX (941) 688-0310
150 EAST DAVIDSON STREET • P.O. Box 1578 • BARTOW, FLORIDA 33831-1578 • PHONE (941) 533-0866 • FAX (941) 533-7255

EFFECTIVE DATE
4/9

• LANÉ, TROHN, CLARKE, BERTRAND, VREELAND & JACOBSEN, P.A.

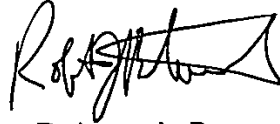
April 2, 1997

Page 2

If there are any questions concerning the Articles, I would certainly appreciate your telephoning me collect at 941/284-2200. Also, please advise me as soon as the Articles have been filed by telephoning me collect at the same number.

Thanking you for your usual cooperation, I am

Yours very truly,

A handwritten signature in dark ink, appearing to read "Robert J. Bertrand", with a stylized flourish at the end.

Robert J. Bertrand

RJB/mcd
Enclosures
xc: PCM, Inc.

LANE TROHN
ATTORNEYS AT LAW

ROBERT J. BERTRAND
Lakeland Office

JOHN A. ATTAWAY, JR. ROBERT J. BERTRAND CLARENCE A. BOSWELL ROBERT M. BRUSH HANK B. CAMPBELL THOMAS L. CLARKE, JR. DANIEL L. CONNER CHRISTINE C. DALY CHRISTOPHER M. FEAR JUDITH J. FLANDERS MITCHELL D. FRANKS STEPHEN B. FRENCH DONALD G. JACOBSEN MARK N. MILLER PATRICK J. MURPHY	E. ALEXANDER PUJOL GARY S. RABIN EDWIN A. SCALES, III STEVEN L. SELPH KINGSWOOD SPROTT, JR. JONATHAN STIDHAM WIFFORD H. STIDHAM ROBERT G. STOKES JANET M. STUART JONATHAN B. TROHN ROBERT L. TROHN JOHN K. VREELAND DONALD H. WILSON, JR. A. H. LANE (RETIRED)
---	---

April 2, 1997

VIA FEDERAL EXPRESS

Attention: Teresa Brown, Corporate Specialist
Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: PCM, Inc.
Reference Number: W9700007887

Dear Ms. Brown:

Enclosed please find a copy of your letter dated April 4, 1997 advising that the name PCM, INC. is not available for a Florida corporation. In this connection, I would point out that we did make a telephone check with your office and was advised that the PCM, INC. was available for a Florida corporation.

In all events, we have revised the Articles of Incorporation to change the name of the proposed corporation from PCM, INC. to PETRO CONSTRUCTION MANAGEMENT, INC. Again, we were advised by

LANE, TROHN, CLARKE, BERTRAND, VREELAND & JACOBSEN, P.A.

ONE LAKE MORTON DRIVE • P.O. BOX 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (941) 284-2200 • FAX (941) 688-0310
150 EAST DAVIDSON STREET • P.O. BOX 1578 • BARTOW, FLORIDA 33831-1578 • PHONE (941) 533-0866 • FAX (941) 533-7255

LANE, TROHN, CLARKE, BERTRAND, VREELAND & JACOBSEN, P.A.

April 7, 1997

Page 2

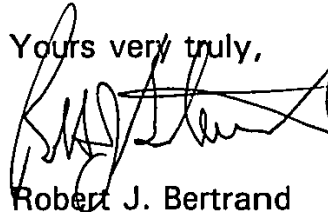
Tammy of your office, during a telephone conference on Monday, April 7, 1997, that the name PETRO CONSTRUCTION MANAGEMENT, INC. is available for a Florida corporation.

After examination, please file the original of the enclosed Articles of Incorporation and return the duplicate to the undersigned duly certified to show the date of filing.

Of course, if there are any additional questions concerning these Articles of Incorporation, please call the undersigned collect at 941/284-2213 at Lakeland, Florida.

Thanking you for your cooperation, I am

Yours very truly,

A handwritten signature in black ink, appearing to read 'RJB', followed by a large, stylized flourish or 'X' mark.

Robert J. Bertrand

RJB/mcd

Enclosures

xc: W. Michael Moore, Esquire



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 4, 1997

ROBERT J. BERTRAND
LANE TROHN
P.O. BOX 3
LAKELAND, FL 33802-0003

SUBJECT: PCM, INC.
Ref. Number: W97000007887

We have received your document for PCM, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 397A00017056

EFFECTIVE DATE

4-7-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -8 AM 7:50

ARTICLES OF INCORPORATION

OF

PETRO CONSTRUCTION MANAGEMENT, INC.

ARTICLE I - NAME

The name of this corporation is PETRO CONSTRUCTION MANAGEMENT, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is One Lake Morton Drive, Lakeland, Florida 33801, and the mailing address of this corporation is Post Office Box 3, Lakeland, Florida 33802-0003.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The street address of the initial registered office of this corporation is One Lake Morton Drive, Lakeland, Florida 33801 and the name of the initial registered agent of this corporation at that office is Robert J. Bertrand.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

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

BOBBY L. MOORE
4860 Lake Juliana Drive
Auburndale, Florida 33823

ARTICLE VIII - INCORPORATOR

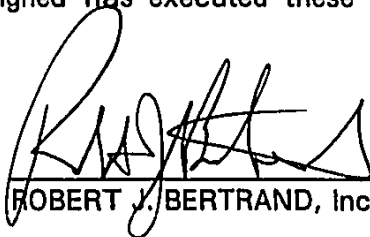
The name and address of the Incorporator is:

ROBERT J. BERTRAND, ESQUIRE
Post Office Box 3
Lakeland, Florida 33802-0003

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of April, 1997.


ROBERT J. BERTRAND, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 7th
day of April, 1997, by Robert J. Bertrand, who is personally known to me.



H. Margaret Dasinger
NOTARY PUBLIC,
State of Florida at Large
Print name: H. Margaret Dasinger
My commission expires: June 26, 1998

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:

A handwritten signature in dark ink, appearing to read "Robert J. Bertrand", written over a horizontal line.

ROBERT J. BERTRAND, Registered Agent

DATE: April 7, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -8 AM 7:50