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JOE K. MOORE

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April 18, 1997

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

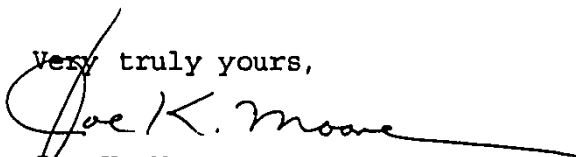
SUBJECT: Underline Utility Contractors, Inc.

Gentlemen:

Enclosed please find an original and one copy of the articles of incorporation for the above corporation. Also enclosed is check in the amount of \$70.00 for the filing fee.

Please return copy of articles to the above office.

Very truly yours,


Joe K. Moore

JKM:pb

Enclosures

57 APR 21 PM 1:01

DEPT. OF STATE
DIVISION OF CORPORATIONS

4/22/97

EFFECTIVE DATE

4/18/97

FILED
CLERK OF STATE
TATIONS

97 APR 21 PM 1:01

ARTICLES OF INCORPORATION

OF

UNDERLINE UTILITY CONTRACTORS, INC.

The undersigned incorporator(s) hereby subscribe(s) to these articles of incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

Underline Utility Contractors, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

8300 West Beaver St.
Jacksonville, Fl 32220

ARTICLE III. DURATION

The duration of this corporation shall be perpetual. Corporate existence shall begin at the date of the signing and acknowledgment of these articles of incorporation provided that all of the requirements of law are met.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of transacting and engaging in any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V. CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is Five Thousand (5,000) shares of common stock (designated as "common shares") having a par value of One Dollar (\$1.00) per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address (in the State of Florida) of the initial registered office of this corporation is:

8300 West Beaver St.
Jacksonville, Fl 32220

and the name of the initial registered agent of this corporation at that address is:

Wayne Joyner

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be increased or decreased as provided by the bylaws from time to time. The name(s) and address(es) of the initial director(s) (is) (are):

<u>Name of Director</u>	<u>Address</u>
Wayne Joyner	8300 West Beaver St. Jacksonville, Fl 32220
Ruth Joyner	8300 West Beaver St. Jacksonville, Fl 32220

ARTICLE VIII. INCORPORATOR(S)

The name(s) and address(s) of the incorporator(s) signing these articles of incorporation (is) (are):

<u>Name of Incorporator</u>	<u>Address</u>
Wayne Joyner	8300 West Beaver St. Jacksonville, Fl 32220

ARTICLE IX. CORPORATE POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

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 stockholders is subject to this reservation.

SIGNED BY THE INCORPORATOR(S) this 18TH day of APRIL, 1997.

Wayne Joyner
WAYNE JOYNER

STATE OF FLORIDA

COUNTY OF DUVAL

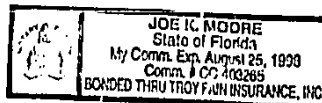
The foregoing instrument was sworn to and acknowledged before me this 18th day of April, 1997, by WAYNE JOYNER, (X) who is personally known to me or () produced _____ as identification.

Joe K. Moore
Signature of Notary

Name of Notary: JOE K. MOORE

Commission Number: CC403265

My Commission Expires: 8/25/98



ACCEPTANCE BY REGISTERED AGENT

The undersigned having been designated and appointed as
Registered Agent of Underline Utility Contractors, Inc.
in the foregoing articles of incorporation does hereby accept the
said appointment and designation as Registered Agent to act as
contemplated by the Florida General Corporation Act.

DATE:



WAYNE JOYNER
REGISTERED AGENT

97 FEB 21 PM 1:01
STATE
ALBANY