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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : G72100000032

REFERENCE : 471752 158334A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 23, 1997

ORDER TIME : 10:10 AM

ORDER NO. : 471752-005

CUSTOMER NO: 158334A

CUSTOMER: Tracy O. Strom, Esq  
POWELL & STROM, P.A.

92 Eglin Parkway Ne

Fort Walton Bea, FL 32549-2167

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-07/23/97--01081--001  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: MIDBAY BUILDER'S GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
     PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED IN OFFICE OF FLORIDA  
97 JUL 23 PM 1:55  
DIVISION OF CORPORATION  
97 JUL 23 AM 11:35

SN JUL 23 1997

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ARTICLES OF INCORPORATION  
OF  
MIDBAY BUILDER'S GROUP, INC.

FILED  
97 JUL 23 PM 1:55  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be MIDBAY BUILDER'S GROUP, INC., hereinafter referred to as the corporation.

ARTICLE II

DURATION

The corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation with the Florida Department of State.

ARTICLE III

PURPOSE

The corporation is organized for the purpose of operating a construction business and conducting all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue ten thousand (10,000) shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his

or her 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 street address of the principal office of the corporation is 320 Gardner Drive, Fort Walton Beach, Florida 32548 and the mailing address of the corporation is P.O. Box 747, Fort Walton Beach, Florida 32549.

#### ARTICLE VII

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 320 Gardner Drive, Fort Walton Beach, Florida 32548, and the initial registered agent of the corporation at that address is NORMAN D. NELLUMS.

#### ARTICLE VIII

##### INITIAL BOARD OF DIRECTORS

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

NORMAN D. NELLUMS

320 Gardner Drive  
Fort Walton Beach, Florida 32548

ARTICLE IX

INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

NORMAN D. NELLUMS                      320 Gardner Drive  
Fort Walton Beach, Florida 32548

ARTICLE X

BY LAWS

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI

SECTION 1244 STOCK

It is the intent of this charter that the Directors may sell the capital stock of the corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1954, as amended.

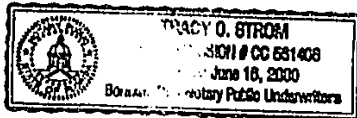
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 13 day of June, 1997.

  
NORMAN D. NELLUMS

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of June, 1997, by NORMAN D. NELLUMS, who is personally known to me or who has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal this 13 day of June, 1997.




Tracy O. Strom  
NOTARY PUBLIC

My commission expires:

ACCEPTANCE BY REGISTERED AGENT

NORMAN D. NELLUMS, named as Registered Agent in the foregoing Articles of Incorporation, accepts the appointment as Registered Agent and acknowledges that he is familiar with, and accepts, the obligations provided for in § 607.0505 Fla. Stat. (1995).

  
NORMAN D. NELLEUMS

1995 JUN 23 PM 1:55  
TALLAHASSEE, FLORIDA