

Dudley P. Hardy, P.A.

Post Office Drawer 1030 ■ 998 North Temple Avenue ■ EMail: DudleyPH@DAccess.Net
Starke, Florida 32091 ■ (904)•964-5701 ↔ Fax: 964-7971

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August 29, 1997

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Division of Corporations
Post Office Box 6327
Tallahassee FL 32314

RE: DOUGLAS AND DOUGLAS CONSTRUCTION COMPANY, INC.

Gentlemen:

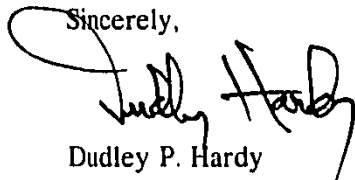
Enclosed you will find the following documents:

1. Articles Of Incorporation of DOUGLAS AND DOUGLAS CONSTRUCTION COMPANY, INC., for filing with the Florida Department of State, Division of Corporations.
2. My Firm Account check in the amount of \$122.50 payable to the Secretary of State as the filing fee for above referenced Articles Of Incorporation.

Please file the Articles Of Incorporation and furnish me with proof of filing at your earliest convenience.

Thank you for your assistance in this matter.

Sincerely,


Dudley P. Hardy

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ARTICLES OF INCORPORATION

OF

DOUGLAS AND DOUGLAS CONSTRUCTION COMPANY, INC.

The undersigned incorporator of these Articles Of Incorporation, a natural person competent to contract, hereby subscribes himself to these Articles Of Incorporation under the laws of the State of Florida.

Article I - Name

The name of this Corporation is: DOUGLAS AND DOUGLAS CONSTRUCTION COMPANY, INC.

Article II - Purpose

This Corporation is organized for the purpose of transacting any or all lawful business as provided for in §607.0302, Florida Statutes.

Article III - Capital Stock

This Corporation is authorized to issue 100 shares of Five and No/100s Dollars (\$5.00) par value common stock.

Article IV - 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 prorata share (as nearly as may be done without

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issuance of fractional shares) at the price at which it is offered to others.

Article V - Principal Office

The street address of the principal office of this Corporation is Route 2, Box 1805, Starke, Florida 32091; the mailing address is the same.

Article VI- Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 998 North Temple Avenue, Starke, Florida 32091. The name of the initial registered agent of this Corporation at this address is Dudley P. Hardy.

Article VII - Incorporator

The name and address of the initial incorporator of this Corporation is:
WAYNE DOUGLAS, Route 2, Box 1805, Starke, Florida 32091

Article VIII - Board of Directors

The initial board of directors of this Corporation and the address of each director is as follows:

WAYNE DOUGLAS, Route 2, Box 1805, Starke, Florida 32091
WAYNE E. DOUGLAS, JR., Route 2, Box 1805, Starke, Florida 32091

Article IX - Effective Date

The effective date on which this Corporation shall begin business is September 15, 1997.

Article X- 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 right conferred upon the shareholders is subject to this reservation.

In Witness Whereof, the undersigned subscriber has executed these Articles Of Incorporation on August 29th, 1997.


WAYNE DOUGLAS

STATE OF FLORIDA
COUNTY OF BRADFORD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared WAYNE DOUGLAS, to me known to be the person described as subscriber or who has produced _____ as identification, and who executed the foregoing Articles Of Incorporation and acknowledged before me that he subscribed to those Articles Of Incorporation.

29th WITNESS my hand and official seal in the County and State named above this day of August, 1997.



REBECCA LYNN MILLS
Notary Public, State of Florida
My Comm. expires July 20, 1999
Comm. No. CC 482489


NOTARY PUBLIC, State of Florida

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Certificate

DESIGNATING THE ADDRESS WHERE, AND AN AGENT UPON WHOM, PROCESS MAY BE SERVED

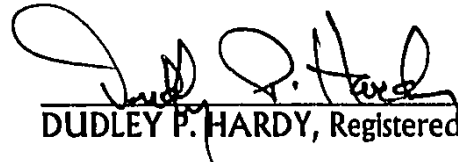
WITNESSETH

That DOUGLAS AND DOUGLAS CONSTRUCTION COMPANY, INC., having organized under the laws of the State of Florida, and which will have its principal office in Starke, Florida, Florida has named DUDLEY P. HARDY whose address is 998 North Temple Avenue, Starke, Florida 32091, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named in the Articles Of Incorporation of DOUGLAS AND DOUGLAS CONSTRUCTION COMPANY, INC., to accept service of process for the Corporation, at the place designated in this Certificate, I hereby agree to serve as the registered agent for the Corporation and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 29th day of August, 1997.


DUDLEY P. HARDY, Registered Agent