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September 26, 1997

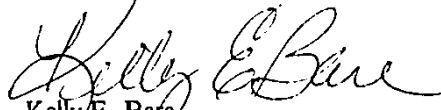
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

Dear Sir or Madam:

Please find enclosed for filing the Articles of Incorporation for Phillip H. Bare, III, Inc.
Also included is the \$70.00 fee required for this service.

If you have any questions, please call me at (352) 245-2243 or (352) 732-9191.

Sincerely,


Kelly E. Bare

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54 Juniper Trail
Ocala FL 34480

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TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
PHILLIP H. BARE, III, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators subscribing to these Articles of Incorporation, under the laws of the State of Florida, hereby presents these Articles of Incorporation for the formation of a corporation under the laws of the State of Florida pursuant to "The Professional Service Corporation Act."

ARTICLE 1 - NAME AND PRINCIPAL ADDRESS

The name of this corporation is Phillip H. Bare, III, Inc. The principal office is located in Ocala, Florida. The address of the principal office is 54 Juniper Trail, Ocala, Florida 34480. The mailing address is the same. The principal address and the mailing address are the same.

ARTICLE 2 - PURPOSE

The general nature of the business to be transacted by this corporation is to engage in every phase and aspect of the business of rendering grading and excavating services and to engage in any activity permitted under the laws of the State of Florida and the United States.

ARTICLE 3 - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common stock having a par value of \$1.00.

ARTICLE 4 - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 54 Juniper Trail, Ocala, Florida 34480 and the name of the initial registered agent of this corporation shall be Phillip H. Bare, III.

ARTICLE 5 - INITIAL BOARD OF DIRECTORS

This Corporation shall have (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Phillip H. Bare, III	54 Juniper Trail, Ocala, Florida 34480
Kelly E. Bare	54 Juniper Trail, Ocala, Florida 34480

ARTICLE 6 - INCORPORATORS

The name and street address of the person signing these Articles of Incorporation are:

Phillip H. Bare, III	54 Juniper Trail, Ocala, Florida 34480
Kelly E. Bare	54 Juniper Trail, Ocala, Florida 34480

ARTICLE 7 - CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall be equal to the number of votes (except in the case of cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute such votes among the number of directors to be voted for or any two or more of them, as such shareholders may see fit.

ARTICLE 8 - CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in, or is a director or

officer of, such other corporation, and any other director, individually or jointly, may be party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm or corporation, shall be affected by the fact that any director of this corporation is party in any way connected with such person, firm or corporation and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE 9 - REMOVAL OF DIRECTORS

Any director of this corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a director.

ARTICLE 10 - INDEMNIFICATION

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

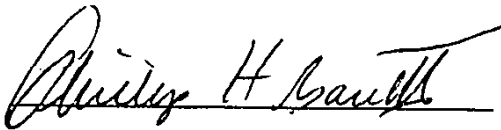
ARTICLE 11 - AMENDMENT

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 shareholders is subject to this reservation.

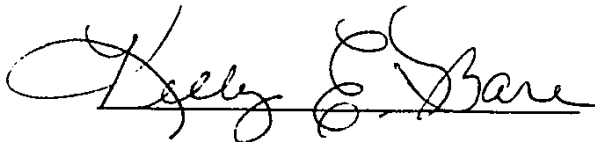
ARTICLE 12 - DURATION

The existence of this corporation shall be perpetual unless dissolved according to law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 26th day of September, 1997 to become effective September 26, 1997.



PHILLIP H. BARE, III

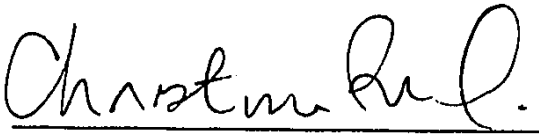


KELLY E. BARE

STATE OF FLORIDA

COUNTY OF MARION

Before me personally appeared, Phillip H. Bare, III, and Kelly E. Bare who executed the foregoing document, and who are personally known to me.



NOTARY PUBLIC'S SIGNATURE



Christine Bird
My Commission CC588833
Expires Sep. 19, 2000

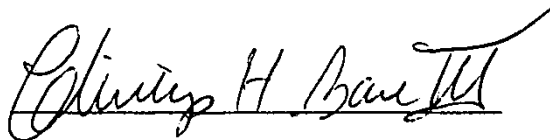
NOTARY'S NAME

MY COMMISSION EXPIRES:

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

PHILLIP H. BARE, III, whose address is 54 Juniper Trail, Ocala, Florida 34475, the initial registered agent named in the Articles of Incorporation to accept service of process for PHILLIP H. BARE, III, INC., a corporation organizing under the laws of the State of Florida, hereby accepts such appointment as Registered Agent at the place designated in this certificate.

Dated this 26th day of September, 1997.



Phillip H. Bare, III

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA