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10/07/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.  
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NAME: ATLANTIC CONCRETE ENTERPRISES, INC.

AUDIT NUMBER.....H97000016669

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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EST.CHARGE.. \$78.75

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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97 OCT -8 AM 8:05  
TALLAHASSEE, FLORIDA

mc 10/8/97

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ATLANTIC CONCRETE ENTERPRISES, INC.

ARTICLE I-NAME

The name of this Corporation is:  
ATLANTIC CONCRETE ENTERPRISES, INC.

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is MANUEL FERREIRA, 9750 NW 79 AVE. #6, Hialeah Gardens, FL 33016. The principal place of business of the Corporation shall be 9750 NW 79 AVE. #6, Hialeah Gardens, FL 33016.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have one(1) Director initially. The number of Director may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director is:

NAME  
MANUEL FERREIRA  
PRESIDENT

ADDRESS  
9750 NW 79 AVE. #6  
HIALEAH GARDENS, FL 33016

PREPARED BY:  
DAISY MARTINEZ (DEMAR ENTERPRISES, INC.)  
ACCOUNTANT  
1550 W 84 ST. #77  
HIALAH, FL 33014  
PHONE (305) 558-4947  
FAX (305) 821-9794

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ARTICLES VII-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or serie as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.


ARTICLE X-INCORPORATOR

The person signing these articles is MANUEL FERREIRA.

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 4 day of October, 1997.

  
.....  
MANUEL FERREIRA  
PRESIDENT

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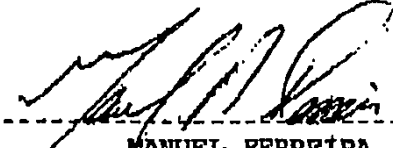
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that ATLANTIC CONCRETE ENTERPRISES, INC. desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the Articles of Incorporation has named MANUEL FERREIRA located at MIAMI, FL, County of DADB, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
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MANUEL FERREIRA  
Registered Agent

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97 OCT -8 AM 8:05  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

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