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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 563986 7114711

AUTHORIZATION : Patricia P.

COST LIMIT : $ 122.50

ORDER DATE : October 14, 1997

ORDER TIME : 11:41 AM

ORDER NO. : 563986-005

CUSTOMER NO: 7114711

CUSTOMER: Barton S. Strock, Esq
BARTON S. STROCK, P.A.

4030-c Sheridan Street

Hollywood, FL 33021

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FILED
97 OCT 14 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SANDY'S SAND, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

RECEIVED
97 OCT 14 PM 3:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: ____

L SN OCT 14 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SANDY'S SAND, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SANDY'S SAND, INC.

The address of the principal office of this corporation shall be C/O Barton S. Strock 4030-C Sheridan Street, Hollywood, Florida 33021, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having $1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Mark J. Koltunovsky Pres./Dir.	14201 Stirling Road Ft. Lauderdale, Florida 33330

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on October 14, 1997.

Laura R. Dunlap
Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

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TALLAHASSEE, FLORIDA

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

Authorized Service Representative
Corporation Service Company

ACG/STACY L EARNEST