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ACCOUNT NO. : 072100000032

REFERENCE: 627857

AUTHORIZATION :

COST LIMIT : 5 PPD

ORDER DATE: 12/9/97

ORDER TIME :

ORDER NO. : 627857

CUSTOMER NO:

CUSTOMER: (Holt Smith

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> RECEIVED 97 DEC -9 PM 3: 25 VISION OF COMPORATION

DOKESTIC FILING

NAME. Sloan's Construction, and

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CINCLY CARRES INITIALS

12/18/97

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FLORIDA DEPARTMENT OF S Sandra B. Mortham Secretary of State

December 10, 1997

RESUBMIT

Please give original submission date as file date.

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301-2607

SUBJECT: SLOAN'S CONSTRUCTION, INC.

Ref. Number: W97000027560

We have received your document for SLOAN'S CONSTRUCTION, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden Document Specialist

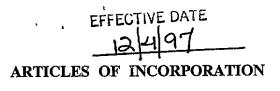
Letter Number: 597A00058152

DIVISION OF CORPORATIONS
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JUNESTIN OF CORPORATION





for

SLOAN'S CONSTRUCTION OF JACKSONVILLE, INC. (a corporation)

Executed by the undersigned for the purposes of forming a Florida Corporation under Chapter 607, Florida Statues (1995):

ARTICLE I. NAME AND ADDRESS

The name and address of the corporation is:

SLOAN'S CONSTRUCTION OF JACKSONVILLE, INC.

P.O. Box 26297 Jacksonville, Florida 32226

ARTICLE II. DURATION/COMMENCEMENT

This corporation shall exist perpetually and shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE III. PURPOSES

This corporation is organized for the following purposes:

- 1. To perform land and site clearing and construction preparation including the installation of storm water and sewage piping and fixtures; roadway and road bed construction; and installation of curbing and guttering;
 - 2. To hire and/or train personnel for the purposes of carrying out these purposes;
- 3. To rent, lease, purchase and/or own facilities which are sufficient for the conduct and/or operation of the purposes of the corporation; and
- 4. To transact any and all lawful business for which corporations may be incorporated or organized.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of Five Dollar (\$5.00) per share par

value common stock which shall be designated common shares, all of which shall be the same class.

ARTICLE V. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of this corporation. The holder of each outstanding common share shall be entitled to one (1) vote per share unless otherwise provided in the By-Laws.

ARTICLE VI. MANAGEMENT

The business of this corporation shall be managed by a Board of Directors chosen by the Shareholders or the Shareholders may elect to have the corporation managed by the Shareholders acting as Directors, in which case the terms shall be used interchangeably herein, pursuant to Chapter 607, Florida Statues (1995).

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial Registered Agent of this corporation is One Independent Drive, Suite 3301, Jacksonville, Florida 32202, and the name of the initial Registered Agent of this corporation at that address is C. HOLT SMITH, III.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

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

Vickie E. Sloan

P.O. Box 26297 Jacksonville, FL 32226

ARTICLE IX. INCORPORATOR

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

Vickie E. Sloan

P.O. Box 26297 Jacksonville, FL 32226

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 subscribing Incorporator has hereunto set his hand and seal this _____ day of December, 1997, for the purpose of forming this corporation under the laws of the State of Florida.

VICKIE E. SLOAN

STATE OF FLORIDA COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared VICKIE E. SLOAN, who executed the foregoing instrument as Incorporator of a corporation named herein, and acknowledged before me that he executed the same as such Incorporator, in the name of and on behalf of the said corporation. he is personally known to me ______ or has produced ______ as identification and did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this day of December, 1997.

(SEAL)

Notary Public

My Commission Expires:

BERNICE E. KRESS
MY COMMISSION # CC465854 EXPIRES
May 21, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

First, that Sloan's Construction desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named C. HOLT SMITH, III, located at One Independent Drive, Suite 3301, City of Jacksonville, State of Florida, 32202, as its Agent to accept service of process within Florida.

Sloan's Construction of Jacksonville, Inc.

DATED: December <u>4</u>, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

HOLT SMITH, III

Registered Agent

DATED: December ______, 1997