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LARRY E. PAYLOR

FILED

2815 MADRID AVENUE, EAST
JACKSONVILLE, FLORIDA 32217

98 MAR 19 PM 2:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 13, 1998

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

FILED
98 MAR 19 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Re: Paylor & Associates, Inc.

Dear Sirs:

Please file the enclosed Articles of Incorporation of Paylor & Associates, Inc. and return documentation of such filing along with the charter number. A check for \$122.50 to cover the minimum fee and certified copy is enclosed. Please return the certified copy to the above address.

Thank you very much.

Very truly yours,


Larry E. Paylor

Enclosures

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P. Hall

MAR 20 1998

ARTICLES OF INCORPORATION

OF

PAYLOR & ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is PAYLOR & ASSOCIATES, INC.

ARTICLE II. PURPOSE

The general purposes for which the corporation is organized are:

1. To operate a construction consulting firm.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III. CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. PREEMPTIVE RIGHTS

Each stockholder of this corporation shall have the preemptive right to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, a pro rata portion of:

- (1) Any stock of any class that the corporation may issue or sell, whether issued for cash, labor done, personal property, or real property or leases thereof; or,

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2815 Madrid Avenue, East, Jacksonville, Florida 32217, and the name of the initial registered agent of this corporation is Larry E. Paylor at 2815 Madrid Avenue, East, Jacksonville, FL 32217.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have five directors initially. The number of directors may be increased or diminished from time to time by the by-laws. The names of the initial directors of this corporation are:

LARRY E. PAYLOR
JO ANN PAYLOR
ROBIN D. PAYLOR
LARRY E. PAYLOR, JR.
L. VINCENT BURRELL

ARTICLE VII. INCORPORATOR

The name and address of the incorporator is:

LARRY E. PAYLOR 2815 Madrid Avenue, East
 Jacksonville, FL 32217

ARTICLE VIII. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX. DIRECTOR QUORUM AND VOTING

The number of directors stated in the by-laws shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

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, in the manner now or hereafter prescribed by law, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 18, 1998.




LARRY E. PAYLOR, Incorporator

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 18 day of MARCH, 1998, by LARRY E. PAYLOR, who is personally known to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC:

Sign: 
Print: ADY GUERCY


(Seal)

State of Florida at Large
My Commission Expires:

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I HEREBY accept appointment as Registered Agent of PAYLOR & ASSOCIATES, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA


LARRY E. PAYLOR, Registered Agent

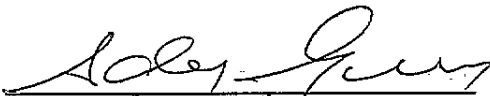
STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 18 day of MARCH, 1998, by LARRY E. PAYLOR, who is personally known to me or who has produced _____ as identification and who did take an oath subscribing and acknowledging the foregoing acceptance of office of Registered Agent to be his free act and deed for the purposes stated herein.

Sworn to and subscribed before me this 18 day of MARCH 1998.

NOTARY PUBLIC:

Sign:  (Seal)
Print: ADY GUERCY
State of Florida at Large
My Commission Expires:

ADY GUERCY
Notary Public, State of Florida
My Comm. expires March 27, 2000
Comm. No. CC 543416