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LAW OFFICE OF JAMES R. RICH, P.A.

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FAX (561) 684-0995

March 18, 1998

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

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-03/23/98--01089--001
***122.50 ***122.50

Re: Victor C. Smith Paving, Inc.

Dear Sir or Madame,

Enclosed please find my client's articles of incorporation, acceptance of designation as registered agent, and a check for your fee of \$122.50.

Would you please file the articles of incorporation and send me proof that they were filed. Thank you very much.

Sincerely,

James R. Rich, Esq.

JRR/rl

P. Hall

MAR 25 1998

ARTICLES OF INCORPORATION
OF
VICTOR C. SMITH PAVING, INC.
A Florida Corporation for Profit

FILED
98 MAR 23 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I

The name of the corporation shall be VICTOR C. SMITH PAVING,
INC.

II

The principal office and mailing address of the corporation
shall be 176 Railroad Avenue, Deerfield Beach, Florida 33441.

III

The corporation shall be authorized to issue one hundred
shares of common stock, which shall have no par value.

IV

The corporation's initial registered office shall be at 176
Railroad Avenue, Deerfield Beach, Florida 33441 and its initial
registered agent shall be MICHAEL SMITH.

V

The name and address of the incorporator is as follows:
MICHAEL SMITH, 176 Railroad Avenue, Deerfield Beach, Florida 33441.

VI

The names and addresses of the individual who is to serve as the initial directors are:

1. MR. MICHAEL SMITH, 176 Railroad Avenue, Deerfield Beach, Florida 33441.

VII


The purpose of the corporation shall be all lawful purposes for which corporations may be organized and operated in the state of Florida.


MICHAEL SMITH

Personally appeared before me the undersigned authority MICHAEL SMITH who is personally known to me and being duly sworn acknowledged that he signed the foregoing Articles of Incorporation as an incorporator and that their contents are true.

STATE OF FLORIDA

COUNTY OF PALM BEACH


NOTARY PUBLIC

DATE:

3-17-98

My Commission Expires:



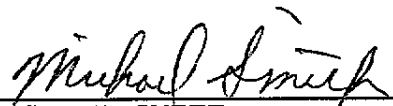
JAMES R RICH
My Commission CC439018
Expires Feb 15, 1999
Bonded by HAI
800 422 1555

FILED

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

MAR 23 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby accepts his designation as the registered agent of VICTOR C. SMITH PAVING, INC., and shall fully and faithfully comply with all laws of the state of Florida regarding duties as registered agent.


MICHAEL SMITH
176 Railroad Avenue
Deerfield Beach, Fla. 33441
Date: 3-17-98

STATE OF FLORIDA

COUNTY OF PALM BEACH

Personally appeared before me the undersigned authority MICHAEL SMITH who being personally known to me and duly sworn acknowledged that he signed the foregoing acceptance of designation as registered agent and that its contents are true.


Notary Public

Date: 3-17-98
My Commission Expires:

NOTARY PUBLIC
JAMES R RICH
My Commission CC439015
Expires Feb 15, 1999
Bonded by HAI
800 422 1555
STATE OF FLORIDA