



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 1, 1998

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: EARTHWORKS OF FLORIDA, INC.
REF: W98000009780

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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RECEIVED DATE
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ARTICLES OF INCORPORATION

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Article I. Name

The name of this Florida corporation is:
Treasure Coast Earthworks, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article II. Address

The mailing address of the Corporation is:
Treasure Coast Earthworks, Inc.
P.O. Box 1164
Palm City FL 34991-1164

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Anne-Marie Ludlum
3697 S.W. Viceroy Street
Port St. Lucie FL 34953

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Timothy D. Ludlum
Anne-Marie Ludlum

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.


Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on April 30, 1998.

The undersigned incorporator executed these Articles of Incorporation on May 1, 1998.


CORPORATE CREATIONS INTERNATIONAL INC.
Greg K. Kuroda Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

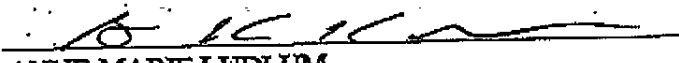
CORPORATION:

Treasure Coast Earthworks, Inc.

REGISTERED AGENT/OFFICE:

Anne-Marie Ludlum
3697 S.W. Viceroy Street
Port St. Lucie FL 34953

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ANNE-MARIE LUDLUM
by G. K. Kuroda as attorney-in-fact

Date: May 1, 1998

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TALLAHASSEE, FLORIDA

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