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ALLEN & BILLINGTON, P.A.
Attorneys and Counselors at Law

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July 6, 1998

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

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-07/09/98--01049--023
****122.50 ****122.50

RE: SBG Contracting, Inc.

Dear Division of Corporations,

Please find enclosed an original plus one copy of Articles of Incorporation for the above-named corporation. Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. A check in the amount of \$112.50 is enclosed to cover the filing fee, and certified copy.

Thank you for your assistance.

Sincerely,

Allen & Billington, P.A.

By: *Dianne E. Billington*
Dianne E. Billington
Attorney at Law

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -9 AM 10:03

DEB:sdt

Enclosures

D. BROWN JUL 13 1998

**ARTICLES OF INCORPORATION
OF
SBG CONTRACTING, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -9 AM 10:03

The undersigned subscriber to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida.

**Article I
Name of Corporation**

The name of this corporation is:

SBG Contracting, Inc.

**Article II
Duration**

The period of the corporation's duration is perpetual.

**Article III
General Purpose**

This corporation is organized for the purpose of transacting any and all lawful business, including but not limited to, construction and construction management.

**Article IV
Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000.00 shares of common stock having a par value of \$1.00 per share.

**Article V
Initial Registered Office and Agent**

The name and address of the initial registered agent and office of this corporation is as follows:

Steven Gough
845 Hemlock Street
Melbourne, FL 32935

Article VI
Street Address and Mailing Address

The initial street address and the mailing address of the principal office of this corporation are as follows:

845 Hemlock Street
Melbourne, FL 32935

Article VII
Directors

The business of this corporation shall be managed by the Board of Directors. There shall be two (2) directors initially. The number of Directors may be increased, and after such increase, decreased from time to time by by-laws adopted by the shareholders. In no event shall the number of Directors be less than one (1).

The name and street address of each member of the first Board of Directors is:

Steven Gough
845 Hemlock Street
Melbourne, FL 32935

Brenda G. Gough
845 Hemlock Street
Melbourne, FL 32935

Article VIII
Transactions with Directors

Any contract to other transaction between the Corporation and a director, or between the Corporation and any firm, organization or corporation of which a director is a member, employee, shareholder, director, or officer, or in which the director has an interest, shall be valid for all purposes, if the fact of such interest was disclosed or known to the Board of Directors and if the Board of Directors authorizes or ratified the contract or transaction or if the contract or transaction was disclosed to and ratified by the shareholders, or if the contract or transaction is fair to the corporation. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under applicable law.

**Article IX
Incorporators**

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

Steven Gough
845 Hemlock Street
Melbourne, FL 32935

**Article X
Amendment of Articles**

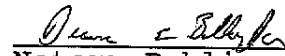
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned executed these Articles of Incorporation this 6 day of July, 1998.


STEVEN GOUGH

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 6th day of July, 1998, by Steven Gough, who is personally known to me or who produced a Florida Driver's License as identification: _____.


Notary Public
My Commission Expires:



DIANNE E BILLINGTON
My Commission CC498243
Expires Sep. 26, 1999

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -9 AM 10:03

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating its registered agent and registered office, in the state of Florida.

SBG CONTRACTING, INC. desires to organize under the laws of the State of Florida with its initial registered office at 845 Hemlock Street, Melbourne, and hereby names Steven Gough as its registered agent to accept service of process within this state.

6 July 98
Date

[Signature]
Steven Gough

Having been named as registered agent to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature]
Signature

INCORPORATOR
Title

6-7-98
Date