

MACKEY, MACKEY & HALL, P.A.

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September 11, 1998
998000080739

Via Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

ATTENTION: New Filings

Re: D & E Irrigation, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation along with a Certificate of Designation for Registered Agent for D & E Irrigation, Inc. We have also attached a check in the amount of \$122.50 which covers: (a) the incorporation filing fee; (b) designation of the registered agent fee; and (c) fee relating to the return of a certified copy of the Articles of Incorporation.

Thank you for your cooperation and assistance. If there are questions or problems, please call collect at (941) 746-6225.

Sincerely,

MACKEY, MACKEY & HALL, P.A.

Dianne Lee Hall

Dianne L. Hall

DLH:lvc

Encls.

cc: James Amerson

F:\WP60\DATA\AMERSON\D&E\CORRESP\SECSTATE\LTR

Lisa GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Art IV*
DATE *9/17*
DO EXAM *SD*

FILED
98 SEP 14 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
D & E IRRIGATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is D & E Irrigation, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in a general irrigation installation business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV

Authorized Shares. The aggregate number of shares that the corporation shall have the authority to issue is 400 shares of Capital Stock with a value of \$1.00 par value.

Stated capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

Unanimous consent to amend. The provisions set forth in this article (Article IV) shall not be amended except upon the unanimous vote or consent of all of the shareholders.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 551 17th St. W., Palmetto, Florida 34221, and the name of the initial registered agent at such address is James Amerson.

ARTICLE VI

The initial board of directors shall consist of three members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VII

The names and addresses of the persons who shall serve as a director until the first annual meeting of shareholders, or until their successors shall have been elected and qualified is as follows:

<u>Name</u>	<u>Number & Street</u>	<u>City, State & Zip Code</u>
James Amerson	551 17th Street West	Palmetto, Florida 34221
James Domanico	2375 65th Ter. S., Apt. 400	St. Petersburg, Florida 33712
Clinton Emery	2923 60th St. W.,	Bradenton, Florida 34209

ARTICLE VIII

The name and address of the initial incorporator(s) is/are as follows:

<u>Name</u>	<u>Number & Street</u>	<u>City, State & Zip Code</u>
James Amerson	551 17th Street West	Palmetto, Florida 34221

ARTICLE IX

An affirmative vote of a majority of the outstanding shares of the corporation shall be required for any shareholder action.

ARTICLE X

The shareholders shall have the power to adopt, amend, alter, change or repeal these articles of incorporation when proposed and approved at a shareholders meeting, with not less

than a majority vote of the common stock except that a unanimous affirmative vote shall be required to amend Article IV.

ARTICLE XI

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors.

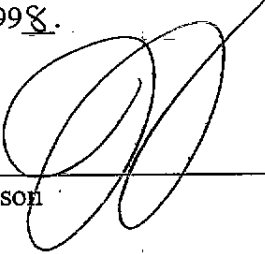
ARTICLE XII

The address of the principal office of the corporation is 551 17th Street West, Palmetto, Florida 34221.

ARTICLE XIII

The shareholders shall not be personally liable for the debts of the corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these articles of incorporation at the law office of Mackey, Mackey & Hall, P.A. 1402 3rd Ave. West, Bradenton, Florida, on the 11 day of SEPT, 1998.



James Amerson
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes (1997), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and his Florida office:

1. The name of the corporation is D & E Irrigation, Inc.
2. The name and address of the registered agent and office is:

James Amerson
551 17th St. West
Palmetto, FL 34221

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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.

Dated: 9/11/98



Registered Agent

FILED
SEP 14 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA