

George T. Coward
Attorney at Law

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September 21, 1998

P980000 83044

Secretary of State
Corporate Records
The Capitol
Tallahassee, Fl. 32304

500002647005--9
-09/23/98-01047-017
*****70.00 *****70.00

Re: Graham Fill Dirt, Inc.

Dear Sir: ---

Enclosed please find for filing the original and one copy
of the Articles of Incorporation and Resident Agent's
Acceptance for a new Florida corporation, named,

Graham Fill Dirt, Inc.

Enclosed please find our check in the amount of \$70.00 for
the following filing fees and costs:

Filing fee:	\$35.00
Registered Agent's Designation	<u>35.00</u>
	<u>\$70.00</u>

Thank you.

Sincerely yours,

Stephanie M. Miklavcic

Stephanie M. Miklavcic
Secretary

enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 23 AM 7:44

6. ENCL SEP 25 1998

ARTICLES OF INCORPORATION
OF
GRAHAM FILL DIRT, INC.

98 SEP 23 AM 7:44
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation is:

GRAHAM FILL DIRT, INC.

ARTICLE II.

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in every lawful activity permitted under Florida laws and particularly the following activities which are stated for explanation rather than qualification or limitation.

To conduct business in, have one or more offices in, and buy hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell of pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To manufacture, purchase, or otherwise acquire, and to own mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and service of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III.

CAPTIAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1000) SHARES

of no-par common stock.

ARTICLE IV.

INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than the amount required by law.

ARTICLE V.

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is:

1550 West Pipkin Road
Lakeland, Florida 33811

The initial Registered Office of this corporation is:

1550 West Pipkin Road
Lakeland, Florida 33811

and the initial Registered Agent at said office is:

George T. Coward

The corporation shall have the power to move the office to another location in the State of Florida from time to time as may be determined by shareholders.

ARTICLE VII.

DIRECTORS

This corporation shall have no directors pursuant to Chapter 607.111, Florida Statutes, Florida General Corporation Act. The business of the corporation shall be managed by the Stockholders of the corporation rather than by a Board of Directors.

ARTICLE VIII.

INITIAL OFFICERS

The names and street addresses of the members of the President, Vice President, and Secretary-Treasurer, who subject, to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
William M. Graham	1550 W. Pipkin Road Lakeland, Fl. 33811	President
JoAnn Graham	1550 W. Pipkin Road Lakeland, Florida 33811	Secretary/ Treasurer

ARTICLE IX.

SUBSCRIBERS

The name and street address of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William M. Graham	1550 W. Pipkin Road Lakeland, Florida 33811
JoAnn Graham	1550 W. Pipkin Road Lakeland, Florida 33811

The Subscriber verifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation will begin business, as set forth in Article IV., herein above.

ARTICLE X.

RESTRICTIONS ON RIGHT TO TRANSFER STOCK

The Stockholders of this corporation may by appropriate corporate By-Laws, or stockholders' agreement, or both, limit the transferability or assignment of the stock of the Corporation.

ARTICLE XI.

INTERNAL OPERATION OF THE CORPORATION

In furtherance and not in limitation of the power conferred by statute, the following specific provisions are made for the regulation of business and the conduct of the affairs of the Corporation.

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Stockholders shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the Stockholders.

2. The Corporation shall have such officers as may from time to time be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Stockholders.

3. No contract or other transactions between the corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the Stockholders of the corporation is or are interested in or is a member, director, or officer or are members, directors or officers of such other firm or corporation or any director or directors individually interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any stockholder or stockholders of the corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation and each and every person who may become a stockholder of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in any way be interested.

ARTICLE XII.

PREEMPTIVE RIGHTS

All holders of shares of stock in the Corporation of any class shall have preemptive or preferential rights of

subscription to any shares of any class of stock in the Corporation, whether now or hereafter authorized.

ARTICLE XIII.

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Stockholders, and approved at stockholders' meeting by a majority of the stock entitled to vote hereon. All rights conferred on Stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal this 18th day of September, 1998, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby makes, subscribes, acknowledges and files in the office of the Secretary of State and certifies these Articles of Incorporation and certifies that the facts contained are true.

William M. Graham
William M. Graham

STATE OF FLORIDA
COUNTY OF POLK

JoAnn Graham
JoAnn Graham

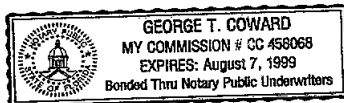
I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared, William M. Graham and JoAnn Graham (X personally known or, Showed ID to me well known to be the person described in as the subscriber and who executed the foregoing Articles of Incorporation as his voluntary act and deed and that the facts set forth herein are true and correct.

WITNESS my hand and official seal in the county and state named above this 18th day of September, 1998.

George T. Coward
Notary Public
George T. Coward

My commission expires:

(SEAL)



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above corporation, at the place designated in these Articles of Incorporation, I hereby accept the foregoing designation of Registered Agent. I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligation of Section 607.325, Florida Statutes.

George T. Coward
Registered Agent
George T. Coward

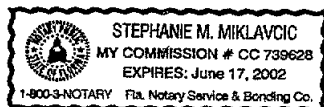
STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, personally appeared George T. Coward (personally known) , to me well known to be the person who executed the foregoing acceptance by Registered Agent and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of September, 19 98.

Stephanie M. Miklavcic
Notary Public
Stephanie M. Miklavcic

My commission expires:



(SEAL)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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