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J. Michael Lindell
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P98000101683

November 21, 1998

The Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE

1-1-99

FILED
98 DEC -4 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: ~~Empire Construction Company, Inc.~~

Dear Sir:

Titan Construction, Inc

Enclosed you will find an original and one copy of the Articles of Incorporation and Certificate of Acceptance of Designation as Registered Agent, together with our check for \$122.50 to cover your charges as follows:

Filing Fee	\$ 35.00
Fee for Certified Copy of Articles of Incorporation	52.50
Fee for Filing Certificate of Registered Agent	<u>35.00</u>
Total	\$122.50

100002696751--2
-11/25/98-D1059--011
*****122.50 *****78.75

Please file the original Articles and Certificate of Registered Agent, certify the copy and return the certified copy to me. Should you need anything further in connection with this matter, please advise.

Okay to Reject -
for Dennis
DEH/nl

Sincerely,

Dennis E. Hayes

Enclosures

cc: Empire Construction Company, Inc.
DHWORK\JOHN\NIGEA\EMPIRE\SECST.LTR
98-205

326950
326897
12/8/98
AM



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1998

DENIS F. HAYES, ESQ.
SUITE 620, BLACKSTONE BLDG.
233 EAST BAY STREET
JACKSONVILLE, FL 32202-3447

SUBJECT: EMPIRE CONSTRUCTION COMPANY, INC.
Ref. Number: W98000026950

We have received your document for EMPIRE CONSTRUCTION COMPANY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

PLEASE NOTE THAT YOU MAY USE ONLY ONE CORPORATE SUFFIX.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

Letter Number: 898A00057116

ARTICLES OF INCORPORATION
OF
TITAN CONSTRUCTION, INC.

FILED
98 DEC -4 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I **EFFECTIVE DATE**
1-1-99

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is Titan Construction, Inc. The corporation's initial principal office and mailing address are located at 1823 University Boulevard South, Jacksonville, Florida 32216.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Seventy Five Hundred (7500) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares",

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on January 1, 1999.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 233 East Bay Street, Suite 620, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation is Dennis E. Hayes. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are as follows:

NAME

ADDRESS

Michael J. Johnigan

14030 Mandarin Oaks Lane
Jacksonville FL 32223

Dennis E. Hayes

2320 The Woods Drive West
Jacksonville FL 32246

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

NAME

ADDRESS

Dennis E. Hayes

2320 The Woods Drive West
Jacksonville FL 32246

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

PRE-EMPTIVE RIGHTS

Each Shareholder of the common stock of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

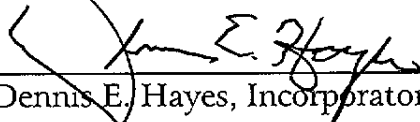
A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of

shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 3rd day of December, 1998.

 (SEAL)
Dennis E. Hayes, Incorporator

STATE OF FLORIDA }
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this the 3 day of December, 1998, by Dennis E. Hayes, who is personally known to me, and who did take an oath.


Notary Public
My Commission Expires: _____



NANCY J. LOZNICKA
MY COMMISSION # CC473056 EXPIRES
JUNE 15, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

(Typed, Stamped or Printed)

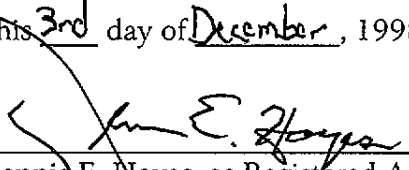
Serial Number (if any)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, Titan Construction, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in its articles of incorporation, being located at 1823 University Boulevard South, Jacksonville, Florida, has designated Dennis E. Hayes as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 233 East Bay Street, Suite 620, Jacksonville, Florida 32202.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Titan Construction, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 233 East Bay Street, Suite 620, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 3rd day of December, 1998.


Dennis E. Hayes, as Registered Agent

FILED
98 DEC -4 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA