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WALZER & ASSOCIATES, INC.  
A Professional Accounting Firm  
8301 Forest City Road  
Orlando, Florida 32810  
(407) 299-0086 FAX (407) 298-3849

FILED  
98 DEC 28 PM 2:20  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

December 23, 1998

SECRETARY OF STATE  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

600002722956--0  
-12/28/98-01040-010  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

RE: C & J PAYNE CONTRACTING, INC.

EFFECTIVE DATE  
12-23-98

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate designating place of business and registered agent with regard to the above-referenced company. This is a new, for-profit Corporation doing business in the State of Florida. It is my understanding that the filing fee is \$35.00, the registered agent fee is \$35.00, and the fee for obtaining a certified copy of the Articles of Incorporation is \$52.50. Therefore, I am enclosing a check in the amount of \$122.50 to cover these costs.

Thank you in advance for your assistance in this matter, and should you have any questions or if I can provide you with any additional information, please do not hesitate to contact me.

Sincerely,

  
STEVEN H. WALZER  
Enrolled Agent

SHW/jdj  
Enclosures

SHARON

DEC 29 1998

ARTICLES OF INCORPORATION

OF

C & J PAYNE CONTRACTING, INC.

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE

ARTICLE I - NAME

12-23-98

The name of this Corporation is C & J PAYNE CONTRACTING, INC., the address is  
5319 Lanai Drive, Orlando, Florida 32812.

ARTICLE II - DURATION

This Corporation shall commence its existence on the 23th day of December, 1998 with  
the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation may engage in or transact any or all lawful activities or businesses  
permitted under the laws of the United States, the state of Florida, or any other state,  
country, territory, or nation.

#### ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 5319 Lanai Drive, Orlando, Florida 32812 and the name of the initial registered agent of this Corporation at that address is CARL J. PAYNE.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

CARL J. PAYNE

President, Vice President, Secretary & Treasurer

5319 Lanai Drive

Orlando, Florida 32812

The name and address of the person signing these Articles is:

CARL J. PAYNE

President, Vice President, Secretary & Treasurer

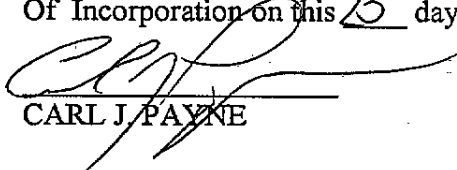
5319 Lanai Drive

Orlando, Florida 32812

ARTICLE VII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles Of Incorporation on this 23<sup>rd</sup> day of December, 1998.

  
CARL J. PAYNE

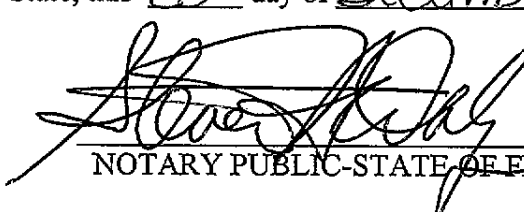
ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF ORANGE

I HEREBY CERTIFY that on this 23<sup>rd</sup> day of December, 1998, personally appeared before me, the undersigned officers duly authorized to administer oaths and take acknowledgments, CARL J. PAYNE, well known and known to be the person who executed the foregoing Articles of Incorporation, C & J PAYNE CONTRACTING, INC. and he acknowledged that he signed and executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Orlando, in said County and State, this 23<sup>rd</sup> day of December, 1998.

  
NOTARY PUBLIC-STATE OF FLORIDA




STEVEN H. WALZER  
My Commission CC555980  
Expires Jul. 12, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

IN COMPLIANCE with Section 48.091 of the Florida Statutes, the following is  
submitted:

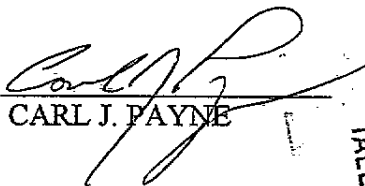
First that C & J PAYNE CONTRACTING, INC. desiring to organize or qualify under  
the laws of the State of Florida, its principal place of business in the City of Orlando,  
Florida has named CARL J. PAYNE, 5319 Lanai Drive, Orlando, Florida as its agent to  
accept service process within Florida.

  
CARL J. PAYNE  
Date: 12/23/98

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ACCEPTANCE

Having been named to accept service of process for the above – named Corporation at the place designated in this Certificate, 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.

  
CARL J. PAYNE

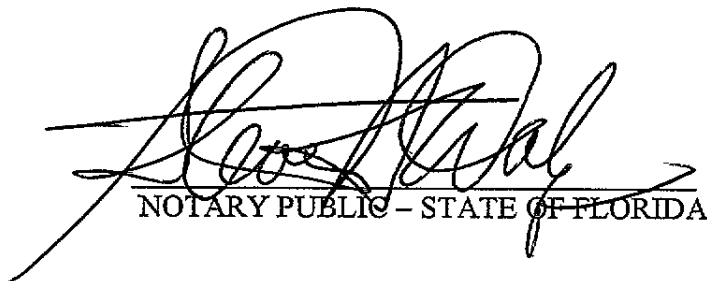
Date: 12/23/98

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 23<sup>rd</sup> day of  
December, 1998, in said County and State.

  
NOTARY PUBLIC – STATE OF FLORIDA



STEVEN H WALZER  
My Commission CC555980  
Expires Jul. 12, 2000