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600002779316-9
-02/18/99-01056-001
****122.50 *****78.75

February 15, 1999

Florida Department of State
Attn: Sheldon Bream
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Downing Construction Services, Inc.

FILED
99 FEB 18 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Mr. Bream:

Enclosed herewith please find the following with regard to the above referenced:

1. Original and one copy of the Articles of Incorporation of Downing Construction Services, Inc. to be filed accordingly.
2. A check in the amount of \$122.50 for filing costs.

Kindly return a copy of the Articles of Incorporation upon filing and advise should you need any additional information. Thank you for your courteous assistance in this manner.

Sincerely,

Michael M. Disler

Michael M. Disler

MMD/ts
enc.

Michael Disler GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA address
DATE 2/19/99
DOC. EXAM BP

B. BROCK FEB 19 1999

ARTICLES OF INCORPORATION
of
DOWNING CONSTRUCTION SERVICES, INC.

FILED
99 FEB 18 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. NAME: The name of this corporation shall be **DOWNING CONSTRUCTION SERVICES, INC.**

2. PRINCIPAL OFFICE AND MAILING ADDRESS:

Post Office Box 766
Lorida, Florida 33857

3. PURPOSE AND DURATION: The purpose is to engage in any activities or business as permitted under the laws of the United States and Florida and the period of its duration is perpetual.

4. CAPITAL STOCK: The corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value.

5. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the initial registered agent and office of this corporation is as follows:

Tom Downing
317 Cowhouse Road
Lorida, Fl 33854

6. INITIAL BOARD OF DIRECTORS: This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
Tom Downing President	P.O. Box 766 Lorida, Florida 33857
Tom Downing Vice President	P.O. Box 766 Lorida, Florida 33857
Tom Downing Treasurer	P.O. Box 766 Lorida, Florida 33857
Tom Downing Secretary	P.O. Box 766 Lorida, Florida 33857

7. **INCORPORATORS:** The name and address of the Incorporator signing these Articles of Incorporation is **MICHAEL M. DISLER, 329 South Commerce Avenue, Sebring, Florida 33870.**

8. **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 Incorporator has executed these Articles of Incorporation this 10th day of February, 1999.

Michael M. Disler
Michael M. Disler, Incorporator

STATE OF FLORIDA
COUNTY OF HIGHLANDS

BEFORE ME, the undersigned authority, personally appeared Michael M. Disler, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of February, 1999.

(Seal)



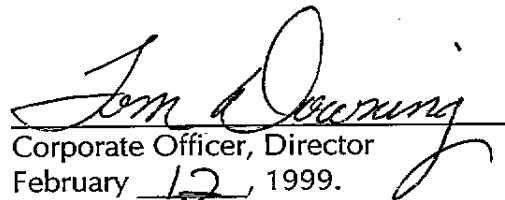
Kristina Sharpe
Notary Public, State of Florida
My Commission Expires:

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

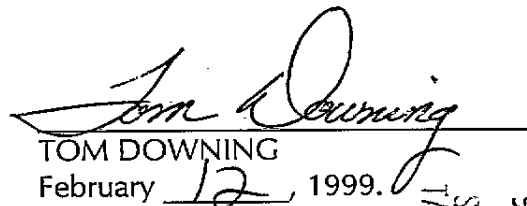
Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: DOWNING CONSTRUCTION SERVICES, INC.
2. The name and address of the registered agent and office is:

Tom Downing
317 Cowhouse Road
Lorida, FL 33854


Corporate Officer, Director
February 12, 1999.

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.


TOM DOWNING
February 12, 1999.

FILED
99 FEB 18 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA