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ATTORNEYS AT LAW

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JOHN E. MORRIS (1886-1955)
JOHN E. MORRIS, JR. (1920-1985)
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1401 EAST BROWARD BOULEVARD
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February 19, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Sunbelt Underground, Inc.

EFFECTIVE DATE
2-19-99

Gentlemen:

900002783569--4
-02/22/99--01143--001
*****70.00 *****70.00

Enclosed is our firm's check in the amount of \$70.00 for filing the Articles of Incorporation for the above corporation.

Please send us a receipt acknowledging the filing of these Articles.

Very truly yours,


ROBERT E. ZIEGLER

REZ/eb

Encs.

FILED
99 FEB 22 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

\\sunbelt\corp-ltr

B. BROCK FEB 24 1999

**ARTICLES OF INCORPORATION
OF
SUNBELT UNDERGROUND, INC.**

FILED
99 FEB 22 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is: SUNBELT UNDERGROUND, INC.

Article II - Duration

EFFECTIVE DATE
2-19-99

This corporation shall commence as of February 19, 1999, the date of the signing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of Common Stock of One Dollar (\$1.00) par value.

Article V - Principal Office

The principal office of this corporation is located at: 3900 Galt Ocean Drive, Apt. 1002, Ft. Lauderdale, Florida 33308. The mailing address of this corporation is P.O. Box 24323, Ft. Lauderdale, Florida 33307.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3900 Galt Ocean Drive, Apt. 1002, Ft. Lauderdale, Florida 33308; and the name of the initial registered agent of this corporation at that address is TERI PANKO.

Article VII - 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 the By-Laws, but shall never be less than one (1). The three (3) initial Directors shall be:

<u>Name</u>	<u>Address</u>
TERI PANKO	3900 Galt Ocean Drive, Apt. 1002 Ft. Lauderdale, Florida 33308
BARBARA J. PANKO	218 Oak Street Binghamton, New York 13905
SUSAN T. VASINA	12747 Thicket Ridge Drive Jacksonville, Florida 32258

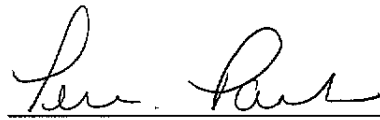
Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: TERI PANKO, 3900 Galt Ocean Drive, Apt. 1002, Ft. Lauderdale, Florida 33308.

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of February, 1999.



TERI PANKO


STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared TERI PANKO, known to me and known by me to be the person

who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 19th day of February, 1999.


Notary Public

Print Name Cecilia White

My commission expires:



Cecilia White
MY COMMISSION # CC508477 EXPIRES
November 7, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SUNBELT UNDERGROUND, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 19th day of February, 1999.



TERI PANKO
Registered Agent

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA