



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 182522 7136077

AUTHORIZATION :

Patricia Pijuta

COST LIMIT : \$ 78.75

ORDER DATE : March 25, 1999

ORDER TIME : 11:46 AM

ORDER NO. : 182522-005

900002818289--8

CUSTOMER NO: 7136077

CUSTOMER: Ms. Lucy Smith
PHILIP A. BATES, ESQ
PHILIP A. BATES, ESQ
Suite 304
25 West Cedar Street
Pensacola, FL 32501

DOMESTIC FILING

NAME: SHAW-DOWNING CORPORATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

524
W99-7255

EXAMINER'S INITIALS:

3/30/99

99 MAR 25 PM 12:03
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 25 AM 11:03



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 25 AM 11:03

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 25, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SHAW-DOWNING CORPORATION, INC.
Ref. Number: W99000007255

We have received your document for SHAW-DOWNING CORPORATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

DOUBLE SUFFIXES ARE NOT ACCEPTABLE.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 199A00015134

99 MAR 29 PM 3:05
DIVISION OF CORPORATIONS

RESUBMIT
Please give original
submission date as file date

ARTICLES OF INCORPORATION
OF
SHAW-DOWNING CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 25 AM 11:03

The undersigned, Philip A. Bates, subscriber and incorporator to these Articles of Incorporation, as a natural person competent to contract, hereby present these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this Corporation is:

Shaw-Downing Corporation

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the Corporation is
25 West Cedar Street, Suite 304, Pensacola, Florida 32501.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation shall be 25 West Cedar Street, Suite 304, Pensacola, FL

32501 and the name of the initial Registered Agent of this corporation is Philip A. Bates.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

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

Philip A. Bates
25 West Cedar Street, Suite 304
Pensacola, Florida 32501

ARTICLE VIII - INCORPORATOR

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

Philip A. Bates
25 West Cedar Street, Suite 304
Pensacola, Florida 32501

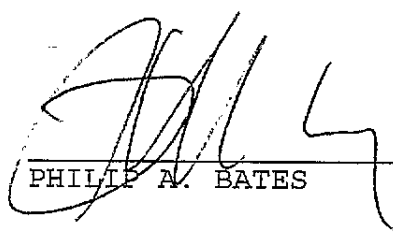
ARTICLE IX - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this Corporation's existence shall be March 25, 1999.

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto; and any right conferred upon the Shareholders is subject to this reservation.

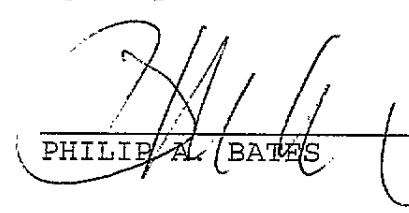
IN WITNESS WHEREOF, the undersigned subscriber has
executed these Articles of Incorporation on the 24th day of March,
1999.



PHILIP A. BATES

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as
registered agent of Shaw-Downing Corporation



PHILIP A. BATES

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CORPORATIONS
99MAR25 AM 11:03