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DARBY, PEELE, BOWDOIN, PAYNE & KENNON

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, P.A.
S. AUSTIN PEELE, P.A.
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April 12, 1999

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5152.03-99-156

Florida Department of State
Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

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04/14/99-01056-016

*****78.75 *****78.75

Gentlemen:

Enclosed are original and photocopy of Articles of Incorporation of Cook Construction and Fill Dirt, Inc., a Florida corporation. Please file the original Articles of Incorporation, certify the copy and return it to us.

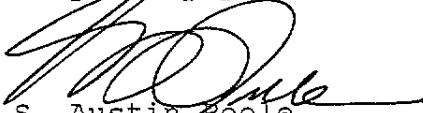
Also enclosed is our firm's trust account check in the amount of \$78.75 as payment for the following costs:

Filing fee	\$ 35.00
Fee for certified copy	8.75
Fee for designation of registered agent	35.00
Total	\$ 78.75

The registered agent for this corporation is designated in the Articles of Incorporation and has signed the same as an incorporator. We presume no separate certificate is required with regard to the designation of registered agent.

Thank you.

Very truly yours,


S. Austin Peele
For the Firm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 14 PM 4:44

SAP:jh
Enclosures (3)

R. Purinton APR 15 1999

SAB/jh
5152.03-99-156
4/01/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
COOK CONSTRUCTION AND FILL DIRT, INC.

The undersigned incorporator hereby forms and organizes a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is COOK CONSTRUCTION AND FILL DIRT, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the corporation is Route 1, Box 3610 Fort White, Florida 32038, and the mailing address of the corporation is the same.

ARTICLE III - PURPOSE

The general purposes for which this corporation is organized and the nature of the business to be transacted by it are any and all lawful activities or businesses permitted by law and the corporation shall have the power and authority to do any and all things to the same extent as a natural person.

It is the intention of this article that the powers and nature of the business of this corporation shall not in any way be restricted or limited except by operation of law and the

corporation shall have all powers as may be granted either now or here-after to corporations by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share, fully paid and non-assessable.

Authorized capital stock may be paid for in cash, services, or property, at a just value, but not less than par value, to be fixed by the Board of Directors of this corporation.

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is Route 1, Box 3610, Fort White, Florida 32038. The registered agent of the corporation at such office is RODNEY L. COOK. The registered agent, by signing these articles of incorporation, accepts appointment as such and certifies that he is familiar with and accepts the duties and responsibilities as registered agent for the corporation.

ARTICLE VI - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the by-laws, but shall never be less than one (1).

The name and address of the member of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
RODNEY L. COOK	Route 1, Box 3610 Fort White, Florida 32038

ARTICLE VII - INCORPORATORS

The name and address of the incorporator who has executed these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
RODNEY L. COOK	Route 1, Box 3610 Fort White, Florida 32038

ARTICLE VIII - CUMULATIVE VOTING

At each election of directors, every shareholder entitled to vote at such election shall have the right to cumulate his or her votes by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his or her shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in duplicate this 12th day of April, 1999.

Rodney L. Cook (SEAL)
RODNEY L. COOK, as Incorporator
and Registered Agent

STATE OF FLORIDA

COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 12th day of April, 1999, by RODNEY L. COOK, who is personally known to me, or who has produced _____ as identification.

(NOTARIAL
SEAL)



Jeraline A. Humphrey
My Commission CC781424
Expires October 7, 2002

Jeraline A. Humphrey
Notary Public, State of Florida

(Print or Type Name)
My Commission Expires: