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R. JASON de GROOT
Attorney at Law
766 Deltona Boulevard
Suite D
Post Office Box 5775
Deltona, Florida 32728-5775
(407)574-9498

April 23, 1999

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

RE: Total Bores, Inc.

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-04/27/99--01023--003
****131.25 *****87.50

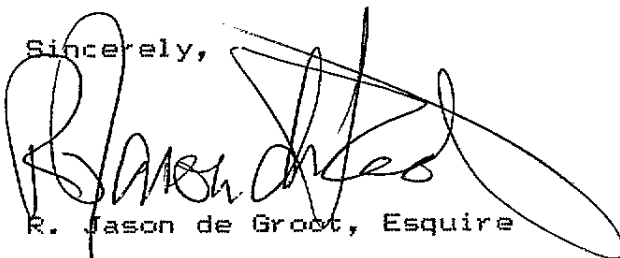
Gentlemen:

I am enclosing an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$131.25 is enclosed which represents the following fee's:

Filing Fee:	\$70.00
Certified Copy:	52.50
Certificate of Status:	8.75

Please file the original of the enclosed Article of Incorporation and return a certified copy to the undersigned.

Sincerely,



R. Jason de Groot, Esquire

Attachment
cc: File
RJD/dss

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 27 AM 10:24

4-28
WCS

ARTICLES OF INCORPORATION

OF

TOTAL BORES, INC.

FILED STATE
SECRETARY OF CORPORATIONS
99 APR 27 AM 10:24

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under and by virtue of the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing the information, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be: TOTAL BORES, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation shall be to installing conduit or cable and to carry on and undertake any business undertakings, transactions or operations commonly carried on or undertaken by capitalists, promoters, financiers, contractors, merchants, brokers, concessionaires, commission men and agents; to undertake and execute any trusts, the undertakings of which may seem to this corporation desirable; to use and apply its surplus earnings or accumulated profits, authorized by law, to be reserved to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms as its Board of Directors shall determine; to conduct its business in other states, territories and possessions of the United States, and in foreign countries, and to have one office, or more than one office, outside the State of Florida, except as may be provided by law; to engage in any other business or to do any and all acts and things incident to or which the Board of Directors may deem necessary to the carrying out or success of any business outlined above.

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The authorized capital stock of this corporation shall consist of 500 shares of common stock at \$0.00 par value. Such shall be of a single class. Such stock shall be fully paid and non-assessable.

Said common capital stock may be paid for in cash or may be paid for in labor or services or in real estate or in personal property at a fair valuation placed thereon by the Board of Directors.

The Board of Directors of the corporation may, from time to time, issue the authorized stock of the corporation or any part thereof for such consideration as it may deem equivalent to or in excess of the par value thereof.

ARTICLE IV

The minimum amount of capital with which this corporation shall commence business is \$500.00.

ARTICLE V

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

The principal place of business of this corporation shall be: 1168 Ring Street, Deltona, Florida 32725 with the privileges of having branch offices at any place within or without the State of Florida as the Board of Directors may deem advisable. The registered office address for service of process shall be: 1168 Ring Street, Deltona, Florida 32725.

ARTICLE VII

The corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by a majority vote of the directors, but shall never be less than one.

ARTICLE VIII

The name and post office addresses of the first Board of Directors of this corporation who shall hold office until their successors are chosen shall be:

NAME	ADDRESS:
TIMOTHY DAVIS BARTEAUX	1168 Ring Street Deltona, Florida 32725

ARTICLE IX

The names and post office addresses of the officers of the corporation, who shall hold office until their successors are elected and qualified shall be:

NAME AND OFFICE	ADDRESS
Timothy Davis Barteaux President	1168 Ring Street Deltona, Florida 32725

ARTICLE X

The name and post office address of the incorporator of these Articles of Incorporation is:

NAME	ADDRESS
Timothy Davis Barteaux	1168 Ring Street Deltona, Florida 32725

ARTICLE XI

In furtherance and not in limitation of the powers conferred by Statute, the corporation shall have and may exercise the following powers:

A. If the Bylaws so provide, the corporation shall have the power to hold meetings, both of Stockholders and Directors, wither within or without the State of Florida, at such places as may, from time to time be designated by the Board of Directors.

B. Meetings of Directors of Stockholders may be help upon such notice thereof as may be set forth in the Bylaws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the Bylaws of the corporation shall not prevent, and nothing herein shall be construed as preventing, any stockholder or director from waiving notice of any meeting in such manner as may be provided or permitted by the Statutes of the State of Florida, and the Bylaws of this corporation consistent therewith.

C. The number of directors of this corporation shall be fixed from time to time by the Bylaws, and may be increased or decreased as shall be provided by the Bylaws, subject to any limitation imposed by the Certificate of Incorporation or any amendment thereto. Any vacancy in the Board of Directors, caused by an increase in the number of directors, or by death, resignation,

or other cause, may be filled by the directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall have qualified.

D. The corporation in its Bylaws may confer upon the directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.

E. It shall not be necessary for any officer of the corporation, other than the President, to be a director, or for any officer to be a stockholder.

F. The annual meeting of the stockholders shall be held on such day as may be fixed by the Bylaws of the corporation, and the date of such meeting may be changed from time to time as the Bylaws may provide; and the manner of calling meetings of stockholders and directors shall be fixed by the Bylaws.

G. These Articles of Incorporation may be amended in the manner provide by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of stockholders are subject to this reservation.

ARTICLE XII

Each director and officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advise concerning any claim asserted or proceeding brought against him by reason of his being or having been an officer of the corporation or a director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such officer or director, provided that he shall not have been derelict in the performance of his duty as to the matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law.

Should the above paragraph be in contradiction to Florida Statutes 607.014, each Director and Officer shall receive the maximum benefits allowed under said statute.

ARTICLE XIII

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is or are interested in or is a member, stockholder, director, or officer of such other firm or corporation; and any Director or Officer individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation shall be affected or invalidated by reason of the fact that any Directors or Officers of this corporation is a party to or any parties to or interested in such contract, act or association or corporation, and each and every person who may become a Director or Officer of this Corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XIV

The following provisions for the regulation of the business and for the conduct of the affairs of this corporation and for creating, limiting, and regulating the powers of this corporation, its stockholders, officers and directors, are hereby adopted as a part of these Articles of Incorporation.

A. This corporation shall have the power to include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any and all of its authorized or outstanding stock, or both, by any of its stockholders or their respective heirs, executors, administrators, successors or assigns, as the case may be: Provided, however, that no such regulatory or restrictive provisions shall affect the rights of third parties without actual knowledge thereof unless notice of such provisions shall be given upon the certificate evidencing the ownership of said stock or as provided in the Bylaws.

B. Any holder or holders of shares of the stock of this corporation may include in agreements among themselves limitations upon the transfer or assignment of such shares, and this corporation may become a party to any such agreement or agreements.

C. This corporation shall have the power to enter into, or become a partner in, any agreement for sharing profits, union or interest, cooperation, joint venture or otherwise, with any person, firm, corporation, or any other entity now carrying on or contemplating carrying on any business which this corporation has direct or incidental authority to pursue.

D. This corporation shall have the power to amend, alter, change, or repeal any provisions of these Articles of Incorporation, subsequently to be known as its Certificate of Incorporation, as from time to time amended, in form or substance when proposed and approved by its Board of Directors and approved at any meeting of the Stockholders by the holders of not less than a majority of its outstanding stock entitled to be voted.

E. The Board of Directors of this corporation shall have the power to authorize and cause to be executed, mortgages and liens upon real and personal property owned, either legally or equitably, by this corporation; to fix the amount to be reserved as working capital over and above the capital stock paid in; to determine the conditions, times and places when the books of this corporation can be examined, except as otherwise conferred by Statute of the State of Florida; and to sell, lease or exchange all of the property or assets essential to the business of this corporation upon such terms and conditions as a majority of the whole Board of Directors deems expedient and in the best interests of this corporation.

F. This corporation may, in its Bylaws, confer powers upon its Directors additional to any conferred herein and in addition to the powers and authorities expressly conferred upon it by the Statutes of the State of Florida.

G. This corporation shall have the power to keep its books outside the State of Florida at such place or places as may from time to time be designated by the Board of Directors.

H. The Directors shall receive compensation for their services as such directors in accordance with the provisions set forth in the Bylaws.

I. No officer of this corporation shall be prevented from receiving a salary to be fixed by the Board of directors by reason of the fact that such officer is also a director of this corporation, nor shall any director be precluded from voting upon the salary he is to receive as an officer of this corporation.

J. No contract or other transaction between this corporation and any other corporation, whether or not a majority of the capital stock of such other corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any Director individually, or any corporation, partnership, proprietorship or business of which any such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation: Provided, however,

that the fact that any such director is interested in such corporation, partnership, proprietorship or business shall be disclosed or shall have been known to the Board of Directors of this corporation, or to a majority thereof; and any director of this corporation who is also a director or officer of any such partnership, proprietorship or business may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize, confirm, ratify or approve such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested in said partnership, proprietorship or business.

K. This corporation, at the time of its organization, or any time or times thereafter, may purchase or acquire shares, stocks, bonds, debentures and other securities or obligations, or any property, real, person or mixed, from any person or persons, corporation or corporations, or other business, commercial or industrial entity, who may be promoters, officers, or directors of this corporation, and each stockholder of this corporation shall be deemed by reason of his having become such to have waived any and all objections to such acquisition of shares, stocks, bonds, debentures and other securities, obligations, or property, real, personal or mixed and to have agreed that no promoter, officer or director shall be liable to account to his corporation for any profit or benefit derived by him by reason of such transaction.

L. Notwithstanding anything contained herein to the contrary, if any term, covenant, provision, phrase or other element of these Articles of Incorporation is held invalid or unenforceable for any reason whatsoever, or if such term, covenant, provision, phrase or other element is held to be in contravention of any of the Florida Statutes or any other law, such holdings shall not be deemed to affect, alter, modify or impair in any manner whatsoever, any of the terms, covenants, provisions, phrases or other elements of these Articles of Incorporation and shall be construed in a manner, if possible, to allow it to provide for the intent of the incorporator of these Articles of Incorporation.


IN WITNESS WHEREOF, I, the undersigned, being the sole subscriber to these Articles of Incorporation, do hereby make and file this Certificate of Incorporation, and declare and certify that the facts herein stated are true, and accordingly, I have hereunto set my hand and seal at Deltona, Volusia County, Florida this 23rd day of April, 1999.

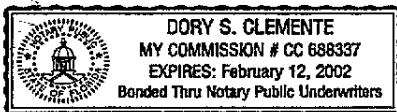

TIMOTHY DAVIS BARTEAUX

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, duly authorized under the laws of the State of Florida, to administer oaths and take acknowledgements, this day personally appeared TIMOTHY DAVIS BARTEAUX, Florida Driver's License Number B632-804-59-029-0 known to me to be the person who subscribed to and signed the above and foregoing Certificate of Incorporation, and being by me first duly sworn acknowledges and states that the above and foregoing Certificate of Incorporation was subscribed to for the uses and purposes therein expressed and that the facts therein are truly set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 23rd day of April, 1999.


Notary Public



CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

TOTAL BORES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Deltona, County of Volusia, State of Florida, has named TIMOTHY DAVIS BARTEAUX as its registered agent to accept service of process within this state, who is located at the following registered office:

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.

DATED this 23rd day of April, 1999.

Timothy Davis Bardeaux
TIMOTHY DAVIS BARTEAUX
Registered Agent

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