

LARRY D. KELLAR

ATTORNEY AT LAW

LARRY D. KELLAR

5514 N. DAVIS HWY., SUITE 105  
PENSACOLA, FLORIDA 32503  
(850) 479-1710

April 20, 1999

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, FL 32304

700002852267--3  
-04/26/99--01159--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: R & L Utilities, Inc.  
LDK File No.: 4174

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for R & L Utilities, Inc, and Designation and Acceptance of Registered Agent form. In addition, our check in the amount of \$78.75 is enclosed for filing fee and certified copy of the Articles.

Please file the original and return a certified copy of the Articles to the undersigned.

Thank you for your attention to this matter.

Sincerely,

Larry D. Kellar

LDK/rgk

Enclosure

cc: Laura Foxhall

Rick GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT R/L Page address  
DATE 4/28/99  
DOC. EXAM MM

FILED  
99 APR 26 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

R & L UTILITIES, INC.

FILED  
99 APR 26 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is R & L UTILITIES, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date of the effectiveness of these Articles.

ARTICLE III

This Corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to underground utilities construction work.

ARTICLE IV - CAPITAL STOCK

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

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he 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 VI - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 8770 Sharon Lane, Pensacola, FL 32534.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is Laura Foxhall, and the initial registered office address is 8770 Sharon Lane, Pensacola, FL 32534. The undersigned, Laura Foxhall certifies that she is familiar with and accepts the duties and responsibilities as registered agent for this Corporation.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 2 Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Laura Foxhall, 8770 Sharon Lane, Pensacola, FL 32534

Randy Foxhall, 8770 Sharon Lane, Pensacola, FL 32534

ARTICLE IX - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are:

Laura Foxhall

Randy Foxhall

8770 Sharon Lane

8770 Sharon Lane

Pensacola, FL 32534

Pensacola, FL 32534

ARTICLE X - BY-LAWS

The power to alter, adopt, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has/have hereunto set  
their hands and seal(s) to these Articles of Incorporation this  
13 day of April, 1999.

Signed, sealed and delivered  
in the presence of:

Billy Foxhall  
[Signature]

Laura Foxhall  
LAURA FOXHALL

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 13<sup>th</sup>  
day of April, 1999, by LAURA FOXHALL, who is  
personally known to me or who produced \_\_\_\_\_  
as identification.

**JULIE GOMEZ**  
Notary Public, State of Florida  
My comm. expires Aug. 15, 1999  
Comm. No. CG 488626

[Signature]  
NOTARY PUBLIC-STATE OF FLORIDA  
My Commission Expires: 8/15/99

\* \* \*

\* \* \*

Signed, sealed and delivered  
in the presence of:

Billy Foxhall  
[Signature]

[Signature]  
RANDY FOXHALL

STATE OF Florida

COUNTY OF Escambia

The foregoing instrument was acknowledged before me this 13<sup>th</sup>  
day of April, 1999, by RANDY FOXHALL, who is  
personally known to me or who produced \_\_\_\_\_  
as identification.

**JULIE GOMEZ**  
Notary Public, State of Florida  
My comm. expires Aug. 15, 1999  
Comm. No. CG 488626

[Signature]  
NOTARY PUBLIC-STATE OF FLORIDA  
My Commission Expires: 8/15/99

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT OF

R & L UTILITIES, INC.

In accordance with Chapters 48 and 607, Florida Statutes, R & L UTILITIES, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 8770 Sharon Lane, Pensacola, FL 32534, has named Laura Foxhall, located thereat as its registered agent to accept service of process within the State.

By: Laura Foxhall  
LAURA FOXHALL

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby state that I am familiar with and accept the duties and responsibilities of registered agent for said corporation, and agree to act in that capacity and agree to comply with the laws of Florida applicable therein.

By: Laura Foxhall  
LAURA FOXHALL  
Registered Agent

CPD#30

FILED  
99 APR 26 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA