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LAW OFFICE

MARILYN H. OTTO, P.A.

125 CRAWFORD BOULEVARD
BOCA RATON, FLORIDA 33432-3729
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Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Carlton Building
Tallahassee, Florida 32314

Re: BAESE and ENOCHS, INC.
Articles of Incorporation - Profit Corporation

Dear Sir: -

Enclosed find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Kindly file the original Articles and return to this office one (1) certified copy, in the envelope provided. My check in the amount of \$78.75 is enclosed.

Filing Fee:	\$	35.00
Registered Agent Fee	\$	35.00
Certified Copy	\$	8.75
TOTAL:	\$	78.75

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

Thank you for your prompt attention to this matter.

Very truly yours,



Marilyn H. Otto
MHO:sb
Encl.

cc: Richard L. Baese, Incorporator
Steven R. Enochs, Incorporator

FILED
99 MAY 27 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/13/99
MHO

ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION the Incorporators form a Corporation for profit under Florida Law, Florida Statute §607.

ARTICLE I

The name and address of the Corporation are:

BAESE AND ENOCHS, INC.
2620 N.E. 23rd Street
Pompano Beach, Florida 33062

ARTICLE II

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of the State of Florida.

ARTICLE III

The purpose or purposes for which the Corporation is organized are to provide asphalt resurfacing, commercial and residential, and to enter any further activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The Corporation shall have authority to issue 100,000 shares of stock, all of one class, at \$0.10 par value.

ARTICLE V

The address of the initial registered office shall be 2620 N.E. 23rd Street, Pompano Beach, Florida 33062, and the name of the initial Registered Agent is RICHARD L. BAESE.

ARTICLE VI

The Corporation shall have two (2) directors initially. The number of Directors shall be fixed by the By-Laws and may be changed from time to time.

FILED
99 MAY 27 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The names and addresses of each member of the First Board of Directors are:

RICHARD L. BAESE
2620 N.W. 23rd Street
Pompano Beach, Florida 33062

STEVEN R. ENOCHS
770 S.E. 2nd Avenue, #A108
Deerfield Beach, Florida 33441

They shall hold office until the first annual meeting of Shareholders.

ARTICLE VII

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the Shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders of this Corporation.

ARTICLE VIII

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, Florida Statute §607.

ARTICLE IX

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees, or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Such indemnification shall include, but not be limited to, the expenses, including the cost of any judgment, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any

directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

ARTICLE X

The names and street addresses of the Incorporators are:

RICHARD L. BAESE
2620 N.W. 23rd Street
Pompano Beach, Florida 33062

Dated this 21ST day of MAY, 1999.

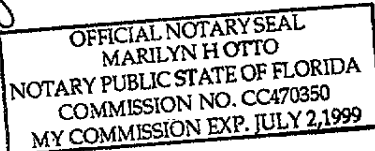
Richard L. Baese
RICHARD L. BAESE

FILED
99 MAY 27 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, having been sworn, personally appeared RICHARD L. BAESE, who provided identification (FDL), or who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Boca Raton, Florida, in said County and State this 21 day of May, 1999.



Marilyn H. Otto
Notary Public
State of Florida

Having been named as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, and being familiar with and accepting the duties and responsibilities as registered agent for said corporation, the undersigned accepts the designation.

Richard L. Baese
RICHARD L. BAESE