



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 29, 1999

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ORDER NO. : 291101-005

CUSTOMER NO: 11113A

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CUSTOMER: Debra L. Cline, Esq
SUMMERLIN CONNOR & CLINE
SUMMERLIN CONNOR & CLINE
146 Avenue B, N.W.

Winter Haven, FL 33881

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33 JUN 30 AM 9:51

DEPARTMENT OF STATE
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FIELDS AND GRAHAM SHOTCRETE,
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: James Guy

EXAMINER'S INITIALS:

PH 6/30/99

ARTICLES OF INCORPORATION
OF
FIELDS AND GRAHAM SHOTCRETE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned executes these Articles of Incorporation for the purpose of becoming a body corporate under the laws of the State of Florida, providing for the formation and management, liabilities and immunities of corporations, the provisions of which laws are hereby accepted, and I hereby adopt the following proposed Articles of Incorporation for which this Certificate is made.

ARTICLE I

The name of the corporation shall be **FIELDS AND GRAHAM SHOTCRETE, INC.**

ARTICLE II

The general office and place of business of the corporation shall be 128 Harbor Way, Auburndale, Florida 33823. The Directors shall have the right to change the location of said general office and principal place of business to any other point deemed advisable and branch offices and places of business may be established at any and all points deemed advisable by the Board of Directors.

ARTICLE III

The duration of the corporation shall be perpetual unless sooner terminated under the laws of the State of Florida.

ARTICLE IV

The corporation may engage in any activity, business or service permitted under the laws of the United States and/or the State of Florida, any and all activities customarily engaged in by corporations under the laws of the State of Florida in the marketing, manufacturing, fabricating, assembling, sale, exchange and the furnishing of goods, wares, merchandise and services for profit, including but not limited to performing services in connection with construction, sale,

exchange and developent of real estate and personal property of every nature and kind, except that this corporation shall not be authorized to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefits society, or state fair exposition.

ARTICLE V

The maximum number of shares of capital stock that this corporation shall have outstanding at any time shall be 100 shares of common stock, with one dollar par value, all of said stock fully paid and non assessable; payment for said stock shall be in cash or labor, services or property at a valuation to be fixed by the Board of Directors.

ARTICLE VI

The amount of capital with which this corporation shall begin business shall be over \$500.00.

ARTICLE VII

The business and affairs of this corporation shall be conducted by a President; a Secretary/Treasurer and a Board of Directors of not less than one in number; the number of Directors may be increased from time to time by the By-Laws or Resolutions of the Stockholders to any number compatible with the law; and other offices may in the same manner be created, filled and established.

The Directors of said corporation shall be elected by the Stockholders at each annual meeting. The annual meeting of the Stockholders shall be held on the first Tuesday in February of each year. Any Stockholders' meeting may be held any time

when a quorum of Stockholders are present and request such meeting to be held. The date of the annual meeting may be changed by the By-Laws or Resolution of the Board of Directors adopted at any time by the Board of Directors at a meeting held immediately following each annual meeting of the Stockholders. New offices may be created or vacancies filled by the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE VIII

Lost or destroyed stock certificates shall be replaced by the issuance of new stock certificates in the manner prescribed by the By-Laws of this corporation.

ARTICLE IX

The names and addresses of the first Board of Directors, who, subject to this Certificate of Incorporation, the By-laws and the Laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors have been elected and have been qualified are as follows:

Tracy Sims Graham, 128 Harbor Way, Auburndale, FL 33823
Gerald Graham, 128 Harbor Way, Auburndale, FL 33823

ARTICLE X

The name and address of the subscriber to this Certificate of Incorporation is:

Tracy Sims Graham, 128 Harbor Way, Auburndale, FL 33823

ARTICLE XI

The name and address of the officers of the corporation who shall hold office for the first year of the corporation's existence or until their successors have been

• elected and qualified are as follows:

Tracy Sims Graham, President, 128 Harbor Way
Auburndale, FL 33823

Gerald Graham, Secretary/Treasurer 128 Harbor Way
Auburndale, FL 33823

ARTICLE XII

The street address of the initial registered office of this corporation is 128 Harbor Way, Auburndale, FL 33823, and the name of the initial registered agent at that address is Tracy Sims Graham.

WITNESS my hand and seal this 28 day of June, 1999.

Tracy Sims Graham
Tracy Sims Graham
Incorporator

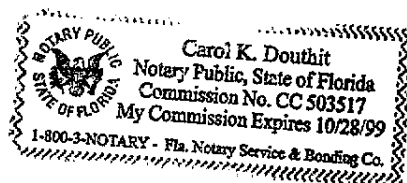
STATE OF FLORIDA
COUNTY OF POLK

Personally appeared before the undersigned authority, TRACY SIMS GRAHAM, to me personally known or who presented Fl. Drivers License as identification, and she acknowledged before me that she executed the above and foregoing instrument for the purposes therein expressed.

WITNESS my hand and seal this 28 day of June, 1999.

Carol K. Douthit
Notary Public
Name:

My Commission Expires:



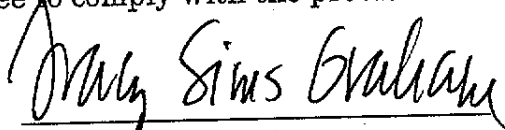
RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Fields and Graham Shotcrete, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in these Articles of Incorporation at City of Auburndale, County of Polk, State of Florida, has named TRACY SIMS GRAHAM, located at 128 Harbor Way, Auburndale, FL 33823, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept the appointment to act in this capacity, and agree to comply with the provision of said chapter relative to keeping open said office.



Tracy Sims Graham
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA