

P99000083385

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FLORIDA 32314

400002988584--1
-09/16/99--01025--006
*****78.75 *****78.75

September 9, 1999

HEI/DIRTWORKS, INC.

SUBJECT: HEI/DIRTWORKS, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR \$78.75

FROM: JOAN E. HANDLEY
3240 PLEASANT HILL ROAD
KISSIMMEE, FLORIDA 34746
(407) 933-5115

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99 SEP 16 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HEI/DIRTWORKS, INC.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE: HEI/DIRTWORKS, INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE: 3240 PLEASANT HILL ROAD
KISSIMMEE, FLORIDA 34746

ARTICLE III SHARES

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: ONE HUNDRED (100).

**ARTICLE IV
DIRECTORS**

THIS CORPORATION SHALL INITIALLY HAVE TWO (2) DIRECTORS:

JOAN E. HANDLEY
3240 PLEASANT HILL ROAD
KISSIMMEE, FLORIDA 34746

MICHAEL K. CLANCY
3240 PLEASANT HILL ROAD
KISSIMMEE, FLORIDA 34746

**ARTICLE V
INITIAL REGISTERED AGENT AND STREET ADDRESS**

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

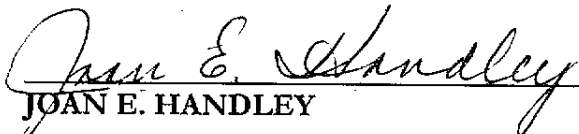
JOAN E. HANDLEY
3240 PLEASANT HILL ROAD
KISSIMMEE, FLORIDA 34746

**ARTICLE VI
INCORPORATOR**

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

JOAN E. HANDLEY
3240 PLEASANT HILL ROAD
KISSIMMEE, FLORIDA 34746

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 9TH DAY OF SEPTEMBER, 1999.


JOAN E. HANDLEY

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

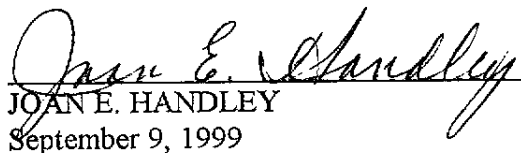
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TALLAHASSEE, FLORIDA

PERSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: HEI/DIRTWORKS, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:
JOAN E. HANDLEY
3240 PLEASANT HILL ROAD
KISSIMMEE, FLORIDA 34746

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


JOAN E. HANDLEY
September 9, 1999