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October 13, 1999

Secretary of State
Department of Corporations
Post Office Box: 6327
Tallahassee FL 32314

Re: FOUNTAIN & SONS, INC.
Articles of Incorporation

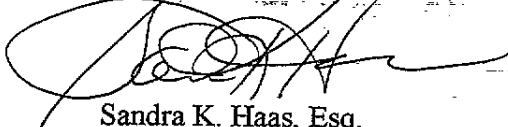
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*****78.50 *****78.50

Dear Sir and Madam:

Enclosed you will find the following with regard to the above referenced corporation:

1. The original Articles of Incorporation for filing with the Department of State.
2. Copy of Articles for certification.
3. Check in the amount of \$78.50, made payable to the Florida Department of State.

Sincerely,


Sandra K. Haas, Esq.

SKH
enclosures as noted

FILED
99 OCT 28 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 1 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 21, 1999

SANDRA K HASS ESQ
PO BOX 520
BRANFORD, FL 32008

SUBJECT: FOUNTIAN & SONS, INC.
Ref. Number: W99000024233

We have received your document for FOUNTIAN & SONS, INC. and your check(s) totaling \$78.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 899A00050660

**ARTICLES OF INCORPORATION
OF
FOUNTAIN & SONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being natural persons, do hereby act as an incorporators in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation under the Florida Business Corporation Act.

ARTICLE I

The name of the corporation ("corporation") is:

FOUNTAIN & SONS, INC.

ARTICLE II

The address of the principal office of the corporation is 13220 225th Road, Live Oak, FL 32060.

ARTICLE III

The maximum number of shares this corporation is authorized to issue is one thousand (1,000) all of which shall be Common shares. Each Common share shall have an initial value of \$1.00. All Common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one (1) vote for each share upon all matters on which shareholders have the right to vote. The Board of Directors may authorize issuance of all of the corporation's shares without certificates.

The major stockholder Vera Fountain shall hold 51% of all shares. The remaining 49% of the shares shall be divided equally between the three boys, Wayne Fountain, David Fountain and Jimmy Fountain. Each of the boys shall hold 16.33 % of the corporate shares.

ARTICLE IV

The initial street address of the corporation's registered office is 13220 225th Road, Live Oak, FL 32060. The initial registered agent for the corporation at that address is VERA FOUNTAIN.

ARTICLE V

The name and street address of the person signing these Articles of Incorporation is:

VERA FOUNTAIN, 13220 225th Road, Live Oak, FL 32060.

ARTICLE VI

The initial Board of Directors shall consist of four (4) members. The name and address of the persons who will serve on the initial Board of Directors and their respective offices are:

<u>NAME</u>	<u>OFFICE</u>	<u>STREET ADDRESS</u>
VERA FOUNTAIN	President Treasurer	13220 225th Road Live Oak, FL 32060.
WAYNE FOUNTAIN	1st Vice President	13220 225th Road Live Oak, FL 32060
DAVID FOUNTAIN	2nd Vice President	13220 225th Road Live Oak, FL 32060.
JIMMY FOUNTAIN	3rd Vice President Secretary	13220 225th Road Live Oak, FL 32060

ARTICLE VII

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE VIII

The existence of the corporation shall begin on November 1, 1999. This corporation is to exist perpetually.

ARTICLE IX

The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 29th day of October, 1999.


VERA FOUNTAIN, dated: October 29, 1999

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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: FOUNTAIN & SONS, INC.
2. The name and address of the registered agent and office is:

VERA FOUNTAIN
(Name)

13220 225th Road, Live Oak, FL 32060.
(Address)

Having been named as registered agent and designated as the person to accept service of process for the above stated corporation at the place designated in this certificate, I 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 obligation of my position as registered agent.



VERA FOUNTAIN, dated: October 29, 1999

FILED
99 OCT 28 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA