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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. J. AGOSTINI, C.P.A., P.A.

Certified Public Accountant  
1320 N. Semoran Blvd. ~ Orlando, FL 32807-3500 ~ Suite 106  
Phone: (407) 249-1717 ~ Fax: (407) 249-1717

TRANSMITTAL LETTER

October 12, 2004

Date

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: CESAR'S GENERAL CONTRACTORS, INC.

(Proposed corporate name - must include suffix)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

X \$70.00  
Filing Fee

\$  
Filing Fee,  
Certified Copy  
& Certificate

From:

A. J. AGOSTINI, C.P.A., P.A.  
Name

1320 N. SEMORAN BLVD. STE. 106  
Address

ORLANDO, FL 32807-3500  
City, State & Zip

(407) 249-1717  
Daytime Telephone number

FOR

CESAR'S GENERAL CONTRACTORS, INC.

The undersigned, acting as Incorporators of a corporation pursuant to chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I ~ NAME:

The name of the corporation shall be:

CESAR'S GENERAL CONTRACTORS, INC.

ARTICLE II ~ DURATION:

This corporation shall have perpetual existence commencing on the date of the Articles with the Florida Department of State.

ARTICLE III ~ PURPOSE(S):

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the United States, Chapter 607, (Florida Statutes), or any other State, Country or Territory or Nation, also to engage in roofing contracts, painting contracts as well as pressure cleaning and general property maintenance in the State of Florida and all U.S. territories.

ARTICLE IV ~ INITIAL OFFICE:

The mailing address shall be:

304 LARIAT LANE  
KISSIMMEE, FL 34743

The principal place of business shall be:

304 LARIAT LANE  
KISSIMMEE, FL 34743

ARTICLE V ~ INITIAL REGISTERED AGENT AND ADDRESS:

The name and Florida street address of the initial registered agent is:

CESAR A. HERRERA  
304 LARIAT LANE  
KISSIMMEE, FL 34743

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

CESAR'S GENERAL CONTRACTORS, INC.

(Continued)

ARTICLE VI ~ CAPITAL STOCK:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of One Dollar (\$1.00) par value, common stock, which shall be designated as "Common Shares".

ARTICLE VII ~ PRE-EMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

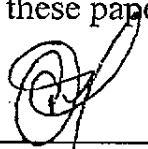
ARTICLE VIII ~ INITIAL BOARD OF DIRECTORS & INCORPORATORS:

This corporation shall have ONE director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one director. The name and address of the initial Director and the Incorporator signing these papers are:

PRESIDENT/SECRETARY/ TREASURER:

CESAR A. HERRERA

304 LARIAT LN  
KISSIMMEE, FL 34743

  
Signature/Incorporator

-October 12, 2004

Date

ARTICLE IX ~ INDEMNIFICATION:

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLES OF INCORPORATION

FOR

CESAR'S GENERAL CONTRACTORS, INC.

(Continued)

ARTICLE X ~ AMENDMENTS:

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and the Stockholders.

ARTICLE XI ~ SPECIAL PROVISIONS:

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to be taken by the appropriate officer to accomplish compliance.

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

Pursuant to the provision of Section 607.0501, 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: CESAR'S GENERAL CONTRACTORS, INC.
2. The name and address of the registered agent and office is:

CESAR A. HERRERA  
304 LARIAT LANE  
KISSIMMEE, FL 34743

SIGNATURE: \_\_\_\_\_  
TITLE: CESAR A. HERRERA - PRESIDENT  
DATE: October 12, 2004

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

SIGNATURE: \_\_\_\_\_  
Cesar A. Herrera

Date: October 12, 2004