

P96000046173

CHRISTOPHER E. MAST, ESQ.
45 N. HILL AVE. SUITE 100
TALLAHASSEE, FLORIDA 32310
(941) 434-8922
FAX: (941) 434-8355

FILED

96 MAY 24 AM 10:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 22, 1996

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-05/24/96--01054--010
****122.50 ****122.50

Florida Division of Corporations
New Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

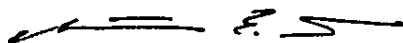
RE: John G. McDermott, Inc.

Dear Sir or Madam:

Please find enclosed a original and one copy of the Articles of Incorporation, certificate designating Registered Agent/Office and Acceptance along with my check in the amount of \$122.50 in payment of the filing fee.

After filing, please forward a certified copy to my attention at the address indicated above.

Sincerely,



Christopher E. Mast, Esquire
Attorney at Law

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Enclosure

24
5-31-96

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SECRET
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JOHN G. MCDERMOTT, INC.

ARTICLE I - NAME

The name of this corporation is JOHN G. MCDERMOTT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand shares of one dollar (\$1.00) par value common stock which shall be designated as "common shares."

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 745 12th Avenue South, Suite B, Naples, Florida, 33940 and the name of the initial registered agent of this corporation at that address is Christopher E. Mast. The street address of the principal office is 265 Lanchester Court, Naples, Florida, 33962 and the mailing address is Post Office Box 7364, Naples, Florida, 33941-7364.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by vote of the shareholders, however, there shall never be less than one director nor more than five.

The names and addresses of the initial Board of Directors of the corporation are:

John G. McDermott
Post Office Box 7364
Naples, Florida 33941-7364

Constance A. McDermott
Post Office Box 7364
Naples, Florida 33941-7364

ARTICLE VIII - INCORPORATOR

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

John G. McDermott
Post Office Box 7364
Naples, Florida 33941-7364

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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 any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 22 day of May, 1996.


John G. McDermott
Incorporator

CERTIFICATE DESIGNATING
REGISTERED AGENT / REGISTERED OFFICE

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96 MAY 24 AM 10:50
SECRET
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement designating the Registered Agent/Registered Office in the State of Florida.

1. The name of the corporation is: John G. McDermott, Inc.
2. The name and address of the registered agent and registered office is:

Christopher E. Mast
745 12th Avenue South
Suite B
Naples, Florida 33940

DATED: MAY 22, 1996

By: John G. McDermott
John G. McDermott
Corporate Director

Having been named to accept service of process for the abovestated corporation at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and to act in that capacity, and I further state that I am familiar with, and accept, the obligations provided for in Section 607.0501, Florida Statutes, and to comply with the provisions of all other statutes relative to the proper and complete performance of my duties.

DATED: MAY 22, 1996

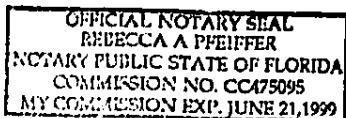
By: Christopher E. Mast
Christopher E. Mast

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgments of the State
and County set forth above, personally appeared John G. McDermott, known to be and known to
me to be the person who executed the foregoing Articles of Incorporation, and who
acknowledged before me that he executed those Articles of Incorporation and who produced a
valid State of Florida Drivers License as identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County
above, this 22 day of May, 1996.

Rebecca A. Pfeiffer
NOTARY PUBLIC, State of Florida
My commission expires:



P96 0000 46173

CHRISTOPHER E. MAST, P.A.
745 12TH AVENUE SOUTH, SUITE D
NAPLES, FLORIDA 33940
(941) 434-8922
FAX: (941) 434-0366

June 18, 1996

Department of State
Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, Florida 32399

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-06/24/96--01001--014
*****35.00 *****35.00

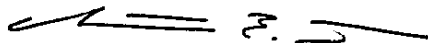
RE: John G. McDermott, Inc.

Dear Sir or Madam:

Please find enclosed an Amendment to the Articles of Incorporation of John G. McDermott, Inc., changing the corporate name to J & C McDermott, Inc., effective June 15, 1996, along with my check in the amount of \$35.00 in payment of the filing fee.

If you have any questions, please do not hesitate to contact my office at your convenience.

Sincerely,



Christopher E. Mast, Esquire
Attorney at Law

CEM/rp
deptstate.wpd
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 JUN 21 AM 9:51



JUN 26 1996

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of

JOHN G. McDERMOTT, INC.

Pursuant to the provisions of §607.1606, Florida Statutes, the above-named corporation adopts the following Articles of Amendment to its Articles of Incorporation as follows:

FIRST

Article I of the Articles of Incorporation is hereby amended and the following Amendment is hereby adopted:

The name of this corporation is

J & C McDERMOTT, INC.

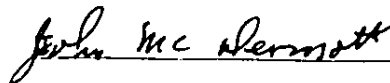
SECOND

The date of the foregoing Amendment's adoption is June 15, 1996.

THIRD

The foregoing Amendment was approved by the Shareholders and the number of votes cast for the Amendment were sufficient for approval.

Signed this day of 19th of June, 1996.



Printed name: JOHN McDERMOTT
Its: PRESIDENT

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