P96000048352

O.P.M. HOLDINGS OF MIAMI, INC.
1030 Northwest Thirty Second Court
Miami, Florida 33125
Tel 305-541-1685

FILED
96 JUN -4 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 28, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800001851189
-06/05/96--01014--005
****122.50 ****122.50

Re: Marquise Construction, Inc.
New Corporation

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation, as referred above, together with a check for One Hundred Twenty-two Dollars and Fifty Cents ($122.50). This represents the cost of the filing fee for the Articles of Incorporation and Registered Agent Designation.

Please stamp the extra copy and return at your earliest convenience.

Sincerely,

Alejandro Tarbora

Enclosure

6/7 TB

ARTICLES OF INCORPORATION
OF
MARQUISE CONSTRUCTION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, a natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation: MARQUISE CONSTRUCTION, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence and may engage in any activity or business permitted under the laws of the United States and the State of Florida. Further, this corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

The general nature of the business to be transacted by this corporation shall be:

a. This corporation is organized for the purpose of engaging in lawful business permitted to a corporation organized under Florida General Corporation Law and Chapter 607, Florida Statute;

b. To manufacture, purchase, or otherwise acquire and/or own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and service of every class, kind and description;

c. To conduct business in, have one or more offices, buy hold mortgages, sell, convey, lease or otherwise dispose of real and personal property, including but not limited to franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states in the United States including but limited to the districts, territories, countries, and colonies;

d. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required;

e. To purchase the corporate assets of any other corporation and engage in the same or other character of business;

f. To acquire by purchase, subscriptions or otherwise receive, hold, own guarantees, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock or any voting trust certificates in respect of the shares of capital stock, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chose action and evidence of indebtedness or interest issued or created by any corporation, stock companies, syndicates, association firms, trusts, or persons, public or private, or by the government of the United States of America, and/or by foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agencies, and as owner thereof, to possess and exercise all the rights, power and privileges of ownership, including the right to execute consent and right to execute consents and vote thereon, and to do any and all acts and things necessary or available for the preservation, improvement, and enhancement in value thereof; and;

g. In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the State of Florida and the United States upon the corporation formed under its laws, and to do any or all things set forth hereinabove to the same extent as natural person might or could do.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar ($1.00) par value Common Stock, which shall be designated "Common Shares."

All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in other assets transferred to the corporation at a true valuation as of the time the exchange for stock occurs.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent of this Corporation is:

RICHARD STEVINS
106 FAIRWAY CIRCLE
NAPLES, FLORIDA 33942

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

RICHARD STEVINS
106 FAIRWAY CIRCLE
NAPLES, FLORIDA 33942

VICKI STEVINS
106 FAIRWAY CIRCLE
NAPLES, FLORIDA 33942

JENNIFER STEVINS
106 FAIRWAY CIRCLE
NAPLES, FLORIDA 33942

SAMANTHA STEVINS
106 FAIRWAY CIRCLE
NAPLES, FLORIDA 33942

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Directors or Officer of this corporation, and any person who serves at the request of this corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having hereto or hereafter been a Director or Officer of this corporation, or by reason, if any, action alleged to have been hereto or hereafter taken or omitted by him as such Director or Officer and shall reimburse such each person for all legal and other expenses reasonably incurred by him/her in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his/her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled nor shall anything contain restrictions of rights of the corporation to indemnify reimbursement to such person in any proper manner this corporation sees fit, thought not specifically set forth herein.

No contract or other transactions between this corporation and any other corporation, or any other entity, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are Directors of such other corporation. Any Directors, individual or firm that any Directors may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided the fact that they should disclose his/her interest or should have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, and any Directors of this corporation who is so interested may determine the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with the same force and effect as if he/she is not a member of the Board of Directors of the Corporation but a representative or a member of this Corporation's Board of Directors acting in his/her behalf upon such a member's absence from such a meeting.

ARTICLE VII - OFFICERS

The following individuals shall hold office for the Corporation as designated below:

VICKI STEVINS
President, Secretary
2500 Shares of Common Stock

RICHARD STEVINS
Vice-President, Treasurer,
President of Finance
2500 Shares of Common Stock

JENNIFER STEVINS
President of Marketing
Vice-President of Communications
2500 Shares of Common Stock

SAMANTHA STEVINS
President of Communication
Vice-President of Marketing
2500 Shares of Common Stock

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are as follows:

VICKI STEVINS
106 FAIRWAY CIRCLE
NAPLES, FLORIDA 33942

RICHARD STEVINS
106 FAIRWAY CIRCLE
NAPLES, FLORIDA 33942

ARTICLE IX - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is as follows:

106 FAIRWAY CIRCLE
NAPLES, FLORIDA 33942

ARTICLE X- CORPORATE POWER

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article III of these Articles of Incorporation, and shall have all the general and additional powers now and hereafter conferred upon it by the laws of the State of Florida and the United States.

ARTICLE XI- RIGHT TO AMEND

The Board of Directors may amend these Articles of Incorporation in the manner provided by law of the State of Florida and the United States. It shall be necessary for the Board of Directors to present any proposed amendments of this corporation's Article of Incorporation or By-laws to the shareholders at which time such amendment shall either be approved or rejected by a majority of the shareholders entitled to vote thereon.

ARTICLE XII- OBLIGATIONS

The private property of the stockholders, officers, and directors shall not be subject to the payment of the obligation of the corporation to any extent.

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TALLAHASSEE, FLORIDA

ARTICLE XIII- STOCKHOLDER'S RIGHT TO AMEND BY-LAWS

The shareholders may at their discretion, repeal, alter, or amend the By-laws of this corporation as provided under Chapter 607.081 of the Florida Statutes, restricting the power vested in the Board of Directors to adopt, amend, or repeal the By-Laws within its regular course of business.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28th day of May 1996.

Vicki Stevins

Vicki Stevins, President

Richard Stevins

Richard Stevins, Vice-President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

FILED
96 JUN -4 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Vicki Stevins

known to me and has provided the following identification

FLORIDA DRIVER'S LICENSE - NO: S315872468870
(type of identification)

and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have herein affixed my hand and seal, in the State and County aforesaid, this 28th day of May, 1996.

(Notary Public)

Alex Tortora

My Commission Expires

ALEX TORTORA
COMMISSION # 395745
EXPIRES JUL 27, 1998
ALAN INSURANCE SERVICES
1-800-486-0040

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Richard Stevins

known to me and has provided the following identification

FLORIDA DRIVER'S LICENSE - NO: S315740441890
(type of identification)

and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have herein affixed my hand and seal, in the State and County aforesaid, this 28th day of May, 1996.

(Notary Public)

Alex Tortora

My Commission Expires

ALEX TORTORA
COMMISSION # 305745
EXPIRES JUL 27, 1998
ALAN INSURANCE SERVICES
1-800-480-9040

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96 JUN -4 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT
of
MARQUISE CONSTRUCTION, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

106 FAIRWAY CIRCLE
NAPLES, FLORIDA

has named Richard Stevins located at the aforesaid address, as Registered Agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Richard Stevins
Richard Stevins
(Registered Agent)

The name and address of the Initial Registered Agent of this Corporation is:

RICHARD STEVINS
106 FAIRWAY CIRCLE
NAPLES, FLORIDA 33942

Executed on this 28th day of May 1996.

FILED
96 JUN -4 AM 8:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Richard Stevins

known to me and has provided the following identification

FLORIDA DRIVER'S LICENSE - NO: S315740441890
(type of identification)

and known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have herein affixed my hand and seal, in the State and County aforesaid, this 28th day of May, 1996.

(Notary Public)

Alex Tortora

My Commission Expires

ALEX TORTORA
COMMISSION # 395745
EXPIRES JUL 27, 1998
ALAN INSURANCE SERVICES
1-800-488-9040