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SERVING THE CLIENT
AND THE COMMUNITY

AKERMAN, SENTERFITT & EIDSON, P.A.

ATTORNEYS AT LAW

CITRUS CENTER
255 SOUTH ORANGE AVENUE
POST OFFICE BOX 231
ORLANDO, FLORIDA 32802-0231
(407) 843-7860
TELECOPY (407) 843-6610

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 16 AM 8:50

July 14, 1997

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

Re: Contractor Management Services of Orlando, Inc.

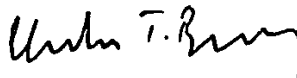
Dear Sir:

Enclosed please find the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation;
2. Our check in the amount of \$122.50 to cover:
 - (a) \$35.00 for filing fee;
 - (b) \$52.50 for one certified copy of the articles of incorporation;
 - (c) \$35.00 for certificate designating registered agent.

Please file the enclosed documents and return to me a certified copy of the Articles of Incorporation.

Sincerely,



Charles T. Brumback, Jr.

CTB/rb
Enclosures

cc: Mr. Kenneth Halbert (w/o encl.)

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ARTICLES OF INCORPORATION
OF
CONTRACTOR MANAGEMENT SERVICES OF ORLANDO, INC.

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

Name

The name of this corporation shall be **CONTRACTOR MANAGEMENT SERVICES OF ORLANDO, INC.** (the "Corporation") and its principal place of business shall be located at 220 Weber Street, Orlando, Florida 32803 with a mailing address of Post Office Box 1009, Orlando, Florida 32802.

ARTICLE II

Commencement of Corporate Existence

This Corporation shall commence corporate existence on the date of filing these articles of incorporation with the Secretary of State of Florida, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

General Purpose: General Powers

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business

Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

ARTICLE IV

Capital Stock

1. Number and Class of Shares Authorized; Par Value.

This Corporation is authorized to issue 100,000 shares of Class A voting common stock having no par value.

2. Voting Rights.

The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Consideration for Issuance of Stock. The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash, promissory notes or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement may constitute payment or part payment for the issuance of stock of the Corporation.

4. Preemptive Rights. A shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

ARTICLE V

Initial Registered Office and Agent

The initial registered office of this Corporation shall be located at 220 Weber Street, Orlando, Florida 32803, and the initial registered agent of this Corporation at that address shall be Kenneth Halbert. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE VI

Initial Board of Directors

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, provided, however, that the number of directors shall never be less than one (1). The names and street addresses of the initial directors of this Corporation are:

Kenneth Halbert
9179 Bay Point Drive
Orlando, Florida 32819

Richard Cooper
8806 Elliots Court
Orlando, Florida 32836

ARTICLE VII

Incorporator

The name and street address of the person signing these articles as incorporator is:

Richard Cooper
8806 Elliots Court
Orlando, Florida 32836

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and/or the Shareholders.

ARTICLE IX

Indemnification

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE X

Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


ARTICLE XI

Headings and Captions

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall

have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his name and seal this ____ day of July, 1997.



Richard Cooper, Incorporator (SEAL)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

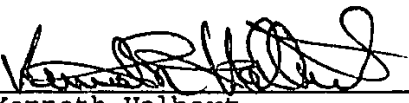
In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

CONTRACTOR MANAGEMENT SERVICES OF ORLANDO, INC. (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 220 Weber Street, Orlando, Florida 32803, has named and designated: **KENNETH HALBERT**, with a registered office located at: 220 Weber Street, Orlando, Florida 32803, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for **CONTRACTOR MANAGEMENT SERVICES OF ORLANDO, INC.** (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this ____ day of July, 1997.



Kenneth Halbert
Registered Agent

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