

3/05/98

FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ALL PHASE INC.

AUDIT NUMBER.....H98000004443

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 1998

EMPIRE

SUBJECT: ALL PHASE BUILDERS INC.
REF: W98000004976

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The name of the entity must be identical throughout the document.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000004443
Letter Number: 798A00012405

③ H98000004443

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SECRETARY OF CORPORATIONS
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**ARTICLES OF INCORPORATION OF:
ALL PHASE BUILDERS INC.**

ARTICLE I NAME

The name of the corporation shall be:

ALL PHASE BUILDERS INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**20533 BISCAYNE BLVD. SUITE 324
AVENTURA, FLORIDA 33180**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
100 shares each with a par value of \$1.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

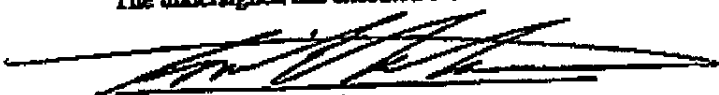
**TONI ALAM C.P.A.
6915 RED ROAD, SUITE 210
CORAL GABLES, FLORIDA 33143**

ARTICLE V INCORPORATOR

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

**TONI ALAM C.P.A.
6915 RED ROAD, SUITE 210
CORAL GABLES, FLORIDA 33143**

The undersigned has executed these Articles of Incorporation this 4TH day of MARCH 1998.


Toni Alam, Incorporator

Prepared by:
Toni H. Alam, C.P.A.
6915 Red Road, Ste 210
Coral Gables, FL 33143
Phone: (305) 663-6200

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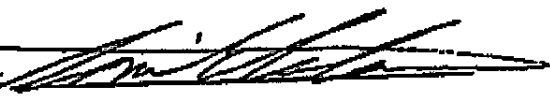
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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 in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **ALL PHASE BUILDERS INC.**
2. The name and address of the registered agent and office is:

**TONI ALAM C.P.A.
6915 RED ROAD, SUITE 210
CORAL GABLES, FLORIDA 33143**

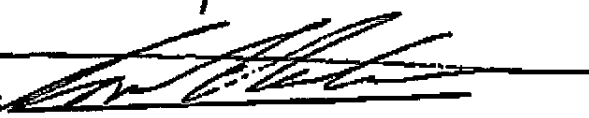
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Signature: 

Title: **INCORPORATOR**

Date: **MARCH 4TH, 1998**

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: 

Date: **MARCH 4TH, 1998**

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