



THE UNITED STATES CORPORATION COMPANY

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FILED 99 JUN 28 PM 4:04 SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 289339 4392748
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : June 28, 1999
ORDER TIME : 2:12 PM
ORDER NO. : 289339-005
CUSTOMER NO: 4392748

EFFECTIVE DATE 6-24-99

CUSTOMER: Mr. J. Neal Mobley
NELSON HESSE
NELSON HESSE
2070 Ringling Boulevard
Sarasota, FL 34237

RECEIVED 99 JUN 28 PM 3:06 SECRETARY OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

DOMESTIC FILING OF SARASOTA, FL
NAME: MERITT CONSTRUCTION, INC.

000002917770--6
-06/29/99--01001--010
****78.75 ****78.75

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

PH 6/29/99

W99-15018



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 28, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: MERITT CONSTRUCTION, INC.
Ref. Number: W99000015018

RESUBMIT

Please give original
submission date as file date.

We have received your document for MERITT CONSTRUCTION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 299A00034132

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUN 29 PM 12:50

RECEIVED

ARTICLES OF INCORPORATION

OF

MERITT CONSTRUCTION OF SARASOTA, INC.

FILED

99 JUN 28 PM 4:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to the articles of incorporation, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows

EFFECTIVE DATE
6-24-99

ARTICLE I.

Name

The name of the corporation is MERITT CONSTRUCTION OF SARASOTA, INC.

ARTICLE II.

Term of Existence

The date when corporate existence shall commence shall be the date of subscription of these articles, and the corporation shall have perpetual existence thereafter.

ARTICLE III.

Nature of Business

This corporation is organized to engage in any and all lawful businesses.

ARTICLE IV.

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V.

Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI.

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2070 Ringling Boulevard, Sarasota, Florida 34237, and the name of its initial registered agent at such address is WILLIAM A. DOOLEY. The initial mailing address for the corporation is 2070 Ringling Boulevard, Sarasota, Florida 34237.

ARTICLE VII.

Directors

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increases or decreases the number of directors shall be ratified by a majority of the shareholders, provided that the corporation shall always have at least one director. The name and street address of the initial director of this corporation, who shall serve until her successors are duly elected and qualified, is:

<u>Name</u>	<u>Address</u>
William Goni	2070 Ringling Boulevard Sarasota, Florida 34237

ARTICLE VIII.

Subscriber

The name and street address of the incorporator signing these articles of incorporation are:

WILLIAM A. DOOLEY
2070 Ringling Boulevard
Sarasota, Florida 34237

ARTICLE IX.

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation; provided, however, that the bylaws may provide that the power to alter, amend, or repeal the bylaws is reserved to the shareholders.

ARTICLE X.

Indemnification

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

ARTICLE XI.

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII.

Amendment

These articles of incorporation may be amended in the manner provided by law.

ARTICLE XIII.

Mailing Address

The initial mailing address for the corporation is 2070 Ringling Blvd., Sarasota, Florida 34237.

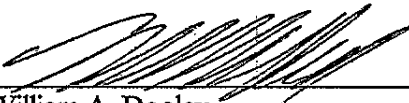
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on 6/24, 1999.



WILLIAM A. DOOLEY

Acceptance:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations of the position of registered agent.



William A. Dooley
Registered Agent

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99 JUN 28 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA