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FILED
DEC -2 AM 8:25
TALLAHASSEE, FLORIDA

December 1, 1997

BY FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-12/02/97-01059-007
****122.50 ****122.50

RE: New Incorporation: A TO Z MODULAR BUILDINGS, INC.

Dear Sir/Madam:

Enclosed please find for filing the following:

1. Articles of Incorporation of A to Z Modular Buildings, Inc.;
2. Certificate Designating Registered Agent; and
3. This firm's check in the amount of \$122.50, as payment in full of the filing fees.

Please return the certified copy to my office at the above address.
Please call me if you have any questions or require additional information.
Thank you for your assistance in this matter.

Very truly yours,

David Lisle Smith
David Lisle Smith

CB
12-5-97

DLS/pls
Enclosures
cc: Mr. Malcolm Newcomb

ARTICLES OF INCORPORATION
OF
A TO Z MODULAR BUILDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the Corporation is A TO Z MODULAR BUILDINGS, INC. The address of the corporation is 6465 Rubia Circle, Apollo Beach, Florida 33572.

ARTICLE II
DURATION

The Corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The Corporation is organized for the following purposes: to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; and to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

ARTICLE IV CAPITAL STOCK

The Corporation is authorized to issue 100 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

ARTICLE V PRE-EMTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, 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

The street address of the initial Registered Office of the Corporation is 101 E. Kennedy Boulevard, Suite 1760, Tampa, Florida 33602; and the name of the initial Registered Agent of the Corporation at that address is David Lisle Smith, Esquire.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The Corporation will have one Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Director is: Malcolm R. Newcomb, 6465 Rubia Circle, Apollo Beach, Florida 33572.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Malcolm R.
Newcomb, 6465 Rubia Circle, Apollo Beach, Florida 33572.

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TALLAHASSEE, FLORIDA

ARTICLE IX
BYLAWS

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

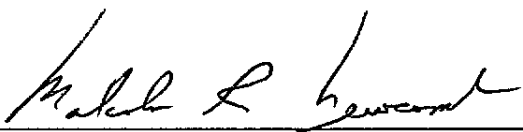
ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1ST day of December, 1997.


SUBSCRIBER

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Malcolm R. Newcomb, known to me and known by me to be the person who executed the foregoing ARTICLES OF INCORPORATION of A TO Z MODULAR BUILDINGS, INC., and he acknowledged before me that he executed those ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1ST day of December, 1997.



A handwritten signature in black ink, appearing to read "Patricia Lynn Stair", written over a horizontal line.

PATRICIA LYNN STAIR
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires: 9/13/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That A TO Z MODULAR BUILDINGS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at 6465 Rubia Circle, Apollo Beach, Florida 33572, has named David Lisle Smith, Esquire, 101 E. Kennedy Boulevard, Suite 1760, Tampa, Florida 33602, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

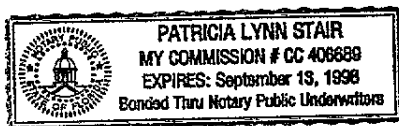
By: David Lisle Smith

DAVID LISLE SMITH, ESQ.
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

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FILED
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 1ST Day of December, 1997, by David Lisle Smith, Esq., as Registered Agent of A TO Z MODULAR BUILDINGS, INC., a Florida profit corporation, for and on behalf of the corporation. He is personally known to me and did take an oath.



NOTARY PUBLIC:

Patricia Lynn Stair

Patricia Lynn Stair
STATE OF FLORIDA AT LARGE)
My Commission expires: 9/13/98