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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

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-06/26/98--01074--005
*****70.00 *****70.00

SUBJECT: Acacia International Constructors, Inc.
Proposed Corporate Name

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$70.00. Please return one copy of the articles stamped with the filing date.

From: Walter C. Gardner
2828 Banchory Rd.
Winter Park, FL. 32792
(407) 671-3483

FILED
98 JUN 26 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-6/29/98

ARTICLES OF INCORPORATION

OF

ACACIA INTERNATIONAL CONSTRUCTORS, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is Acacia International Constructors, Inc.

ARTICLE II. PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation is:

2828 Banchory Rd.
Winter Park, Florida 32792

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ARTICLE III. CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is: 1000 shares of \$1.00 par value stock.

ARTICLE IV. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Walter C. Gardner
2828 Banchory Rd.
Winter Park, Florida 32792

ARTICLE V. CORPORATION BY-LAWS

The Board of Directors is authorized and empowered to make, alter, amend and rescind the By-Laws of the corporation, but By-Laws made by the Board may be altered or repealed, and new By-Laws made, by the stockholders.

ARTICLE VI. LIABILITY OF DIRECTORS

Pursuant to Florida Code 607.0831, any and all directors of this corporation shall not be liable to the Corporation, it's shareholders, and any third party for breach of duty of care; such potential liability is hereby eliminated.

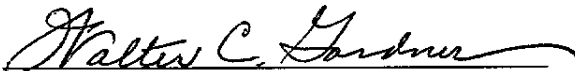
ARTICLE VII. INCORPORATOR

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

Walter C. Gardner
2828 Banchory Rd.
Winter Park, Fl. 32792

The undersigned has executed these Articles of Incorporation this

21st day of June, 1998.


Walter C. Gardner

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

Pursuant to Florida law, 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 Acacia International Constructors, Inc.

2. The name and address of the registered agent and office is:

Walter C. Gardner

2828 Banchory Rd.

Winter Park, Florida 32792

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 OF REGISTERED AGENT

June 21, 1998
DATE

FILED
98 JUN 26 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA