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November 28, 2000

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000003479600--3
-11/29/00--01037--008
*****87.50 *****87.50

W-28512

Re: Construction Management Services, Inc. - Registration of Foreign Corporation in Florida

Dear Sir/Madam:

Enclosed please find the following documents regarding the above-referenced matter:

1. Transmittal Letter to the Registration Section;
2. Application by Foreign Corporation for Authorization to Transact Business in Florida;
3. Certificate of Good Standing from the State of Michigan; and
4. Construction Management Services' check #2308 in the amount of \$87.50 representing the filing fee, Certificate of Status and Certified Copy

SECRETARY OF STATE
ALLA...
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Once the application has been processed, please forward the original documentation registering the corporation in Florida to the address shown on the Transmittal Letter and a copy to our office in the self-addressed, stamped envelope enclosed herein as the certificate is required in order to qualify the corporation with the Florida Construction Industry Licensing Board.

If you should have any questions or need additional information, please contact me at the telephone number above. Thank you for your assistance in this regard.

Very truly yours,

Gina H. Stoehr, Paralegal

Enclosures

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CONSTRUCTION MANAGEMENT SERVICES, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Samuel E. Root
(Name of Person)
Construction Management Services, Inc.
(Firm/Company)
24110 Meadowbrook, Suite 101
(Address)
Novi, MI 48875
(City/State and Zip code)

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00 DEC 26 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Samuel E. Root at (248) 471-0400
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 4, 2000

LOWNDES DROSDICK DOSTER ET AL
PO BOX 2809
ORLANDO, FL 32802-2809

SUBJECT: CONSTRUCTION MANAGEMENT SERVICES, INC.
Ref. Number: W00000028512

We have received your document for CONSTRUCTION MANAGEMENT SERVICES, INC. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, Vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc. Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 900A00061313

00 DEC 26 AM 9:28
FLORIDA DEPARTMENT OF STATE
CORPORATION DIVISION
ORLANDO, FLORIDA
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RESOLUTION OF BOARD OF DIRECTORS
(Please print or type)

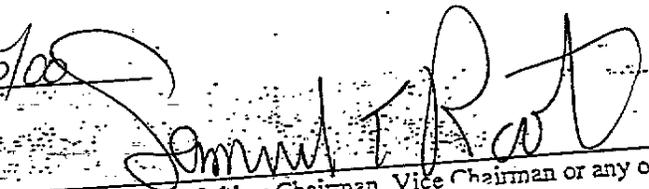
I, the undersigned Samuel E. Root, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____
CONSTRUCTION MANAGEMENT SERVICES, INC.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Michigan,
was duly adopted on December 12, 2000

Be it resolved, that CONSTRUCTION MANAGEMENT SERVICES, INC.
(Corporate Name)
organized and existing in the State of Michigan, hereby adopts the name
CONSTRUCTION MANAGEMENT SERVICES, INC. - FLORIDA DIVISION for use in Florida

Dated: 12/15/00



Signature of either Chairman, Vice Chairman or any officer

Samuel E. Root

Type or print Name

00 DEC 26 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. CONSTRUCTION MANAGEMENT SERVICES, INC. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Michigan (State or country under the law of which it is incorporated) 3. 38-3323840 (FEI number, if applicable)

4. January 1, 1997 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 24110 Meadowbrook Suite 101 Novi, MI 48875 (Principal office address)

Same (Current mailing address)

8. Construction (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Michael R. Gibbons, Esquire

Office Address: 450 South Orange Avenue, 8th Floor

Orlando, Florida 32801 (City) (Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Handwritten signature]

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Samuel E. Root
Address: 47624 Warrington
Novi, MI 48374

Vice Chairman:
Address:

Director:
Address:

Director:
Address:

B. OFFICERS

President: Samuel E. Root
Address: 47624 Warrington
Novi, MI 48374

Vice President: Same as above
Address:

Secretary: Same as above
Address:

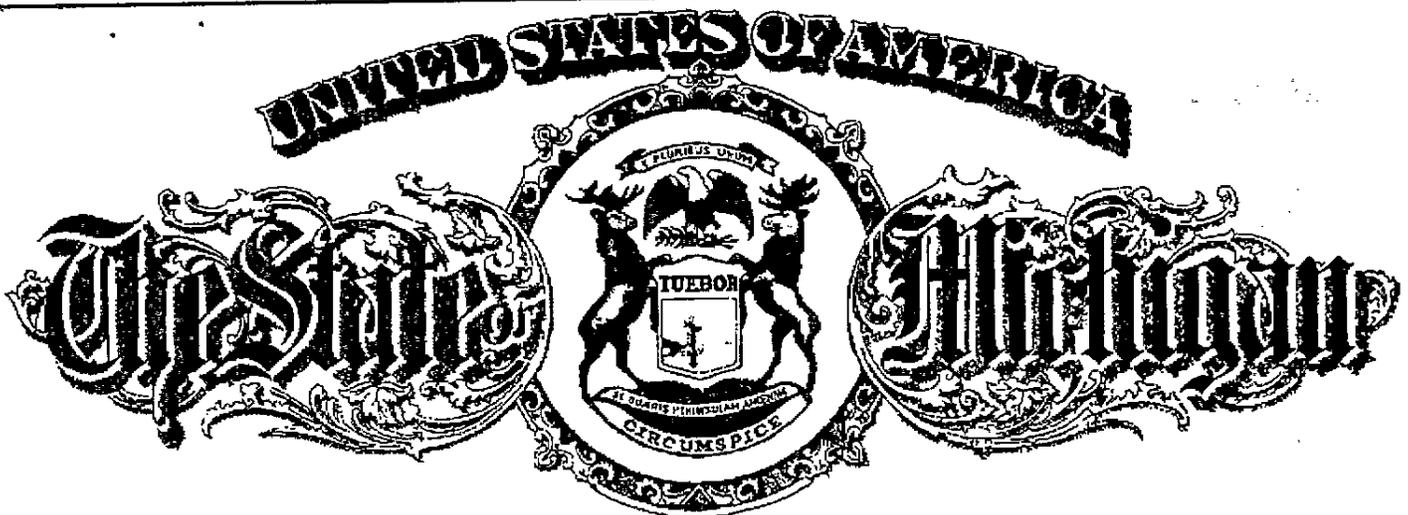
Treasurer: Same as above
Address:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Samuel E. Root
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Samuel E. Root
(Typed or printed name and capacity of person signing application)



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

CONSTRUCTION MANAGEMENT SERVICES INC.

was validly incorporated on September 17, 1996, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 21st day of November, 2000.

Director

Bureau of Commercial Services

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