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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

TAMPA BAY SUBCONTRACTORS ASSOCIATION, INC

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ARTICLES OF INCORPORATION

OF

TAMPA BAY SUBCONTRACTORS ASSOCIATION, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under Chapter 617 Florida Statutes.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the corporation shall be: **TAMPA BAY SUBCONTRACTORS ASSOCIATION, INC.** ("the Corporation"). The principal place of business and mailing address of the Corporation shall be 170 Scarlet Blvd., Oldsmar, Florida 34677-3002, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time

ARTICLE II

PURPOSES

The Corporation is organized for the purpose of combining the strengths, contacts and resources of a select group of subcontractors having the highest standards of character, ethics and quality of workmanship, who are located within the Tampa Bay, Florida area, who will form the Corporation's membership; in order to promote and foster the interest of the various members and to provide activities, programs, and services to assist the members in promoting their businesses. The aforesaid activities shall be conducted in accordance with applicable laws, rules, and regulations.

ARTICLE III

POWERS

The Corporation shall possess all powers allowed by law, including but not limited to, the power to:

(a) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership;

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(b) To receive assistance, money, real or personal property and any other form of contributions from any person, firm or corporation, or any organization, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular and irregular contributions to the Corporation for its objects and purposes;

(c) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors of the Corporation;

(d) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions received by it in carrying out programs of the Corporation in the furtherance of its stated purposes, in a manner that assures that money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes;

(e) To contract and be contracted with, and to sue and be sued;

(f) To invest and reinvest surplus funds in such securities and properties as the Board of Directors of the Corporation may from time to time determine;

(g) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes; and

(h) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary.

The enumeration of the foregoing shall not be held to limit or restrict in any manner the general and emergency powers of the Corporation permitted by the Florida Not For Profit Corporation Act (or the corresponding provisions of any succeeding law or laws). The objects, purposes and powers of the Corporation however, shall be exercised, construed and limited in their application to accomplish the purposes for which the Corporation is formed. The activities of the Corporation shall be consistent with Section 501(c)(6) of the Internal Revenue Code.

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ARTICLE IV

DURATION AND EXISTENCE

The existence of the Corporation shall begin upon the filing of these Articles by the Florida Secretary of State and thereafter the existence of the Corporation shall be perpetual.

ARTICLE V

SUBSCRIBER

The name and address of the subscriber is:

Randell M. Miller, Esquire
315 S. Hyde Park Avenue
Tampa, Florida 33606

ARTICLE VI

OFFICERS

The affairs of the Corporation shall be conducted by a President, a Vice President, a Treasurer, and a Secretary, and such other officers designated and authorized by the Board of Directors.

The method of election of such officers, as well as the fixing of the time and place for holding special and annual meetings, shall be as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS

The Corporation shall be governed by a Board of Directors. The number of directors serving on the Board of Directors, the method of election or appointment of directors, and the fixing of the time and place for holding special and annual meetings shall be as provided in the Bylaws of the Corporation.

The initial directors shall be:

Jonathan Jay Ishman
10430 Greenmont Drive
Tampa, Florida 33626-0000

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Glenn E. Christiansen
17703 Longpoint Drive
Redington Shores, Florida 33706

John Raymond Herndon
2800 Meadow Hill Drive
Clearwater, Florida, 33761

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended at any time by a resolution adopted by the majority vote of the Board of Directors at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to the directors then serving on the Board of Directors in accordance with the provisions of the Bylaws of the Corporation. Notwithstanding the foregoing, any amendments to the Articles of Incorporation shall be subject to any additional requirements provided by the Bylaws of the Corporation.

ARTICLE IX

TAX EXEMPTION LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private person. All such income and all such assets shall be used and expended solely for the purposes stated in Section 501(c)(6) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE X

DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(6) of the Internal Revenue Code as are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized

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and operated exclusively for such purposes.

ARTICLE XI

MEMBERS

The Corporation shall have members as provided in the Bylaws of the Corporation.

ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent and the initial registered office for the Corporation are as follows:
Randell M. Miller, Esq., Hines Norman Hines, P.L., 315 South Hyde Park Avenue, Tampa, Florida 33606.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 17 day of February, 2004, for the uses and purposes therein stated.

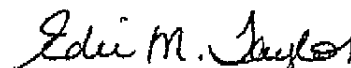

Randell M. Miller

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State of Florida to take acknowledgments, personally appeared Randell M. Miller, to me known to be the person described as the subscriber in and who adopted the foregoing Articles of Incorporation of TAMPA BAY SUBCONTRACTORS ASSOCIATION, INC., and acknowledged before me that he subscribed said Articles of Incorporation and did not take an oath.

WITNESS my hand and official seal in the State of Florida this 17 of February, 2004.




Notary Public (Signature)

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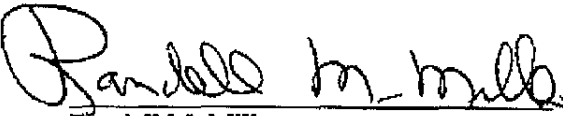
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR
TAMPA BAY SUBCONTRACTORS ASSOCIATION, INC.**

Pursuant to Florida Statute Section 617.0501, **TAMPA BAY SUBCONTRACTORS ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, hereby designates Randell M. Miller, 315 South Hyde Park Avenue, Tampa, Florida 33606, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for **TAMPA BAY SUBCONTRACTORS ASSOCIATION, INC.**, at the place designated hereunder, I hereby consent to act in this capacity, and hereby agree to comply with the laws of the State of Florida relative to said office.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby consent to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping open said office.


Randell M. Miller