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December 27, 1999

SECRETARY OF STATE
DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE, FLORIDA 32399

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-12/28/99--01044--010
*****122.50 *****87.50

RE: A.WARNER GROUP, INC.

Dear Gentlemen:

Enclosed herein please find Certificate of Incorporation for A.WARNER GROUP, INC., along with our check in the amount of \$122.50 to cover the filing fee. Please furnish this office with a certified copy. I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours,



OLIN M. HILL IV
3868 Sheridan Street
Hollywood, Florida 33021

FILED
99 DEC 28 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100

ARTICLES OF INCORPORATION

OF

A. WARNER GROUP, INC.

FILED
99 DEC 28 AM 10:27
SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, hereby associate myself together with the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation is A. WARNER GROUP, INC.

ARTICLE II - DURATION

The Corporation shall have perpetual existence unless sooner dissolved According to law.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

1. To engage in construction, development, investment, contracting and subcontracting, for itself and for others, and to do and perform any other act or thing not inconsistent with the law, but giving all powers relative to the conduct of such a business that may be needful and necessary in its operation.

2. To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve or otherwise deal in and dispose of real estate and real property or any interest or right therein, without limit as to the amount.

3. To undertake and direct the managements and sale of the real

and personal property of the corporation, to transact on commission the accident and tornado insurance companies and surety companies authorized to do business in the State of Florida.

4. To acquire by purchase, subscription or otherwise, and to own, hold, sell, negotiate, assign, dispose of, exchange, transfer, pledge, or mortgage, guarantee, deal in and loan, or borrow money upon all forms and kinds of securities, shares of capital stock, scrip bonds, coupons, debentures, trust certificates, certificates issued or created by, or claims against any corporation, joint stock company, trust or association, public or private, wherever or however organized or created; to issue in exchange therefore in the manner permitted by law, shares of the capital stock or securities; to possess and exercise in respect thereof any and all rights powers and privileges of ownership, including the right to vote.

5. To draw, make, accept, endorse, discount, execute and issue promissory notes, bill of exchange, debentures, bonds, warrants, sight drafts, and other negotiable or transferable instruments; to borrow money for the purpose of the corporation, with or without security; to mortgage, pledge, encumber in any manner and/or place in the hands of trustees as security for the payment of money borrowed, or the fulfillment of any obligation of this corporation, any assets which this corporation may own or acquire; to issue bonds, notes, debentures or other obligations to evidence such indebtedness and to secure the same by pledge or mortgage of the whole or part of the property of this corporation.

advances from time to time on bonds secured by mortgage for future advances on real estate, but nothing herein set forth shall give or be construed to give said corporation and banking powers.

6. To cause or allow the legal title and/or any estate, rights, or interest in any property whether real, personal or mixed, owned, acquired, controlled or operated by the corporation, to remain or to be vested or registered in the name of or operated by any person, firm, association or corporation, or upon any other proper terms or conditions which it may consider for the benefit of the corporation.

7. To have one or more offices, to carry on all or any part of its operations and business, without restriction or limit as to the amount, in any or all the states, districts, territories or colonies of the United States, and in all foreign countries, to enter into, make, perform, and carry out contracts of every kind, for any lawful purpose, without limit as to amount with any person, firm, association, corporation or state.

The foregoing clauses shall be construed as authorizing independent businesses and powers; and the enumeration of any specific business or power of the corporation, or of the general powers conferred by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of Common stock at no par value.

ARTICLE V - CAPITAL

The amount of capital with which the corporation will begin business

shall be One Hundred NO/100 DOLLARS (\$100.00).

ARTICLE VI - REGISTERED AGENT

The street address of the initial registered office of the Corporation is: 3860 Sheridan Street, Hollywood, Florida 33021, and the initial registered agent of this corporation is Brian K. Korte.

ARTICLE VII - BOARD OF DIRECTORS

This Corporation shall be not less than on (1) nor more than three (3) but the By-Law may provide for such increase or decrease in number thereof as is authorized by law.

ARTICLE VIII DIRECTORS

The name and address of the first Board of Directors of this Corporation are:

Olin M. Hill IV	3868 Sheridan Street
President/Secretary	Hollywood, Florida 33021

ARTICLE IX - SUBSCRIBERS

The name and addresses of the subscribers, and the number of shares of stock taken are:

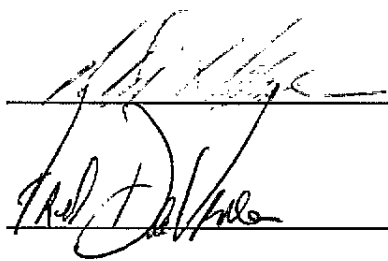
Name	Shares	Address
Olin M. Hill IV	100	3868 Sheridan Street Hollywood, Florida 33021

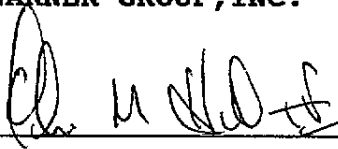
ARTICLE X - PRINCIPAL OFFICE

The principal office of the Corporation shall be located at 3868 Sheridan Street, Hollywood, Florida 33021 with privilege of operating any branch office any place in any state, territory or foreign country, as the corporation deems advisable.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge and filed in the office of the Secretary of State of Florida the foregoing Certificate of Incorporation this 27th. Day of December, 1999.

A. WARNER GROUP, INC.





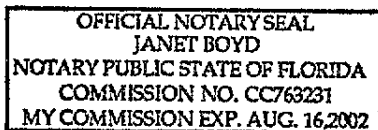
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, A Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared OLIN M. HILL, IV known to me and know by me to be the person who executed the foregoing Articles of Incorporation, 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 27TH.day of DECEMBER, 1999.

My Commission Expires

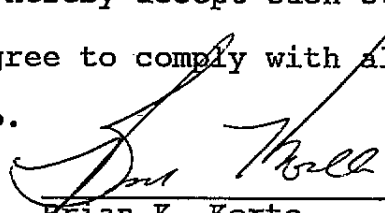
Notary Public, State of Florida



Janet Boyd

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named initial Registered Agent to accept service of Process on the Corporation at the initial Registered Office designated In these Articles of Incorporation, I hereby accept such status and Consent to act in this capacity and agree to comply with all the Requirements of law pertaining thereto.



Brian K. Korte

FILED
99 DEC 28 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

99 DEC 28 AM 10:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 27, 1999

To: Secretary of State
Tallahassee, Florida 32304

The undersigned hereby consent to the use of the name A. Warner Group, Inc. for the formation of a new corporation by Olin Hill, IV, it's successors or assignees

ANDREW WARNER CONSTRUCTION, INC.


BRIAN K. KORTE, PRESIDENT/SHAREHOLDER