

PA0000009818
Transmittal Letter

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

FILED
00 JAN 24 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Builtwell Construction Inc.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$78.75 Filing Fee & Certificate of Status

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*****78.75 *****78.75

FROM: Mark S. Scaglione
428 Prosperity Farms Road
North Palm Beach, FL 33408
561-848-8131

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Articles of Incorporation

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

Then name of the corporation is: **Builtwell Construction Inc.**, (hereinafter, "Corporation")

ARTICLE II PURPOSE OF CORPORATION

The corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**428 Prosperity Farms Road
North Palm Beach, Florida 33408**

ARTICLE IV OFFICERS

The officers of the corporation shall be:

President: Mark S. Scaglione
Secretary: Mark S. Scaglione
Treasurer: Mark S. Scaglione

ARTICLE V DIRECTOR(S)

The Director(s) of the Corporation shall be:

Mark S. Scaglione

Whose address shall be the same as the principal office of the Corporation.

ARTICLE VI CORPORATE CAPITALIZATION

6.1

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each having a par value of **ONE DOLLAR (\$1.00)**.

6.2

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with any such issuance.

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6.3

The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4

The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Mark S. Scaglione
428 Prosperity Farms Road
North Palm Beach, Florida 33410

ARTICLE VIII INCORPORATOR

Then name and address of the incorporator to these Articles of Incorporation are:

Mark S. Scaglione
428 Prosperity Farms Road
North Palm Beach, Florida 33410

ARTICLE IX SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

9.1

The shareholders of this corporation may elect, and if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended unless the shareholders unanimously agree otherwise in writing.

9.2

After this Corporation has elected to be an S Corporation, none of the shareholders of this corporation without written consent of all shareholders of this Corporation, shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the corporation which will result in the termination or revocation of such election.

9.3

Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986 as amended."

ARTICLE X SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE XI POWERS OF THE CORPORATION

The corporation shall have the same powers of an individual to do all things necessary or convenient to carry out its business and affairs, subject to the limitations or restrictions imposed by applicable law or these Article of Incorporation.

ARTICLE XII TERM OF EXISTENCE

This Corporation shall have perpetual existence.



Mark S. Scaglione

1-1-2000

Date

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/Registered Agent

1-1-2000

Date