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***122.50 ***78.75

C.E.D. CONSTRUCTION, INC.

13209 Midvale Avenue
New Port Richey, FL 34654

LETTER OF TRANSMITTAL
JANUARY 31 2000

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

FILED
00 MAR -2 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: **C.E.D. CONSTRUCTION, INC.**

Gentlemen:

Enclosed are the original and one (1) copy of the Articles of Incorporation, together with check in the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50).

This represents the costs of Filing Fees, Certified Copy of Articles of Incorporation, and Fee for Registered Agent for the above named corporation.

Respectfully Yours,


Clemence E. Domes Jr.

~~3-2-00~~
3-2-00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 14, 2000

CLEMENCE E. DOMES, JR.
13209 MIDVALE AVE.
NEW PORT RICHEY, FL 34654

SUBJECT: C.E.D. CONSTRUCTION, INC.
Ref. Number: W00000003972

We have received your document for C.E.D. CONSTRUCTION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 487-6995.

Wanda Cunningham
Document Specialist

Letter Number: 300A00007669

**ARTICLES OF INCORPORATION
OF**

C.E.D CONSTRUCTION of Pasco, Inc.

The undersigned subscriber(s) to these Articles of Incorporation.
natural person(s) competent to contract, hereby form a corporation
under the laws of the State of Florida.

Article I - Name of Corporation

The name of the corporation is :**C.E.D CONSTRUCTION** of Pasco, Inc.

Article II - Duration

The corporation shall exist perpetually unless dissolved according to
Florida Law.

Article III - Purpose

The corporation is organized for the purpose of engaging in any activities
or business permitted under the laws of the United States of America
and the State of Florida.

Article IV - Capital Stock

The corporation is authorized to issue TEN Thousand Shares (10,000)
shares of One Dollar (\$1.00) par value common stock which will be
referred to as "Common Shares".

Article V - Initial Registered Office

The principle office, if known, or the mailing address of the corporation
IS: **C.E.D CONSTRUCTION**

13209 MIDVALE AVENUE
New Port Richey, FL 34654 727-856-6564

The name and address of the Initial Registered Agent of this corporation
is: **Clemence E. Domes Jr.**

13209 MIDVALE AVENUE
New Port Richey, FL 34654 727-856-6564

Article VI - Initial Board of Directors

The corporation shall have Two(2) director(s) initially. Number of
directors may be increased or decreased from time to time by the By-
Laws of the corporation, but shall never be less than ONE (1). The
names and addresses of the initial directors of the corporation are as
follows:

Clemence E. Domes Jr.
13209 MIDVALE AVENUE
New Port Richey, FL 34654
727-856-6564


Article VII - Incorporators

The name(s) and address(es) the incorporator(s) signing these articles
of incorporation is/are as follows:

Clemence E. Domes Jr.
13209 MIDVALE AVENUE
New Port Richey, FL 34654
727-856-6564

FILED
00 MAR -2 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FL 32301

IN WITNESS THEREOF. the undersigned subscribers
have executed these Articles of Incorporation on this
31 day of JANUARY, 2000


Clemence E. Domes Jr., President

State Of Florida

County of

PASCO

Before me, a Notary Public, authorized to take
acknowledgements in the state and county set
above, personally appeared **Clemence E. Domes Jr**
TO BE THE
person(s) who executed these articles of incorp-
oration and who acknowledged before me that
he/she/they executed these articles of incorporation.

IN WITNESS WHEREOF, I have hereunto affixed
my hand and seal, in the State and County aforesaid,
THIS 31 DAY of JANUARY, 2000

Notary Public

State of Florida at Large

Virginia A. Markham

My commission expires: 6/3/01

(notary seal)



Virginia A. Markham
MY COMMISSION # CC652835 EXPIRES
June 3, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
00 MAR -2 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE & ACKNOWLEDGEMENT OF
REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

C.E.D. CONSTRUCTION of Pasco, Inc.

Pursuant to Florida Statutes, Sections 48.091 and 607.0501, the
following is submitted:

The above corporation, desiring to organize under the laws
of the state of Florida, with its registered office, as indicated
in the Articles of Incorporation, 12360 66th Street N, Largo,
FL 33733.

Located at aforesaid address, as its registered agent to
accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of
process for the above stated corporation at the place designated
in this certificate, and being familiar with the obligations of that
position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(Signature of Registered Agent)

Clemence Edward Dome Jr.
13209 Midvale Avenue
New Port Richey, FL 34654
727-856-6564