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ROBERT L. SHEAR, P.A.

2790 Sunset Point Road
Clearwater, Florida 33759

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTORNEY-AT-LAW
(727) 712-1228
FAX (727) 712-8811

March 10, 2000

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

Re: ^w R & J Construction, Inc.

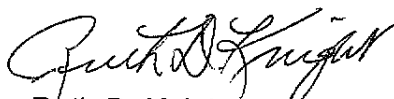
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*****70.00 *****70.00

Dear Sir:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above-named corporation.

Also enclosed is our check for \$70.00 for your filing fee. Please send a stamped copy of the Articles to this office in the envelope provided.

Very truly yours,



Ruth D. Knight
Secretary to Robert L. Shear

rdk

Enclosures
Articles of Incorporation (O+1)
Check \$70.00
Return envelope

wk\corp\lr&jconst.sos

W-7247
PH 3/24/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 17, 2000

ROBERT L. SHEAR, ESQ.
2790 SUNSET POINT RD
CLEARWATER, FL 33759

SUBJECT: R & J CONSTRUCTION, INC.
Ref. Number: W00000007247

We have received your document for R & J CONSTRUCTION, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 600A00014933

ARTICLES OF INCORPORATION
OF
R & W CONSTRUCTION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

R & W CONSTRUCTION, INC.

The address of the principal office of this corporation shall be 1211 Lotus Path, Clearwater, FL 33756, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2790 Sunset Point Road, Clearwater, FL 33759, and the initial registered agent of the corporation at that address is Robert L. Shear.

ARTICLE V. LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. PREEMPTIVE RIGHTS.

The corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION.

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an "S" Corporation.

ARTICLE IX. DIRECTORS.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two directors, initially. The name and street addresses of the initial

members of the Board of Directors are:

Russell Wood
1301 Markley Drive
Largo, FL 33770

James Russo
1211 Lotus Path
Clearwater, FL 33756

ARTICLE IX. OFFICERS

The names and street addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

Russell Wood 1301 Markley Drive Largo, FL 33770	President
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James Russo 1211 Lotus Path Clearwater, FL 33756	Secretary/Treasurer
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ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Robert L. Shear, Esquire
2790 Sunset Point Road
Clearwater, FL 33759

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 10th day of March, 2000.

By:

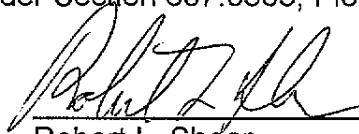

Robert L. Shear, Incorporator

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Robert L. Shear, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Robert L. Shear