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MACKEY, MACKEY & HALL, P.A.

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April 25, 2000

Via U.S. Mail

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-04/28/00--01117-012
*****78.75 *****78.75

RE: Incorporation of Mathur & Gerdes, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation, a Certificate of Designation for Registered Agent for Mathur & Gerdes, Inc. and a check for \$78.75 to cover: (a) the incorporation; (b) designation of the registered agent; and (c) return of a certified copy of the accepted Articles of Incorporation.

A copy of this letter is also enclosed with a stamped, self-addressed envelope. Please date stamp the copy and return it to us in the enclosed envelope. If you have any questions, you have only to call.

Sincerely,

MACKEY, MACKEY & HALL, P.A.

Peter J. Mackey

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR 28 AM 10:00

FILED

PJM/tk

Enclosures

cc Raj Mathur, via facsimile

F. CHESLER

MAY 1 2000

**ARTICLES OF INCORPORATION
OF
MATHUR & GERDES, INC.**

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Mathur & Gerdes, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The corporation is organized to engage in the business of general contracting, construction management and/or any ancillary business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental or connected with said purposes that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV

Authorized Shares. The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Capital Stock with no par value.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

Resale of Stock. All stock issued shall contain a restrictive endorsement which provides that any resale of the stock shall be conditioned on a right of first refusal concerning the stock on behalf of the corporation and the two (2) initial directors, Raj Mathur and Dan Gerdes. The corporation has the first right of refusal and the two (2) initial directors have the contingent right of first refusal should the corporation decline to purchase the stock. The board of directors at the time of the proposed resale shall set the price for the right of first refusal.

00 APR 28 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 216 53rd Avenue West, Suite A, Bradenton, Florida 34207-3412, and the name of the initial registered agent at such address is Raj Mathur.

ARTICLE VI

The initial board of directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the corporation.

ARTICLE VII

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are:

<u>Name</u>	<u>Number & Street</u>	<u>City, State & Zip Code</u>
Raj Mathur	216 53 rd Ave. W., Suite A	Bradenton, FL 34207-3412
Dan Gerdes	216 53 rd Ave. W., Suite A	Bradenton, FL 34207-3412

ARTICLE VIII

The name and address of the initial incorporator is as follows:

<u>Name</u>	<u>Number & Street</u>	<u>City, State & Zip Code</u>
Raj Mathur	216 53 rd Ave. W., Suite A	Bradenton, FL 34207-3412

ARTICLE IX

An affirmative vote of a majority of the outstanding shares of the corporation shall be required for any shareholder action.

ARTICLE X

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, upon the unanimous affirmative vote of all the shareholders.

ARTICLE XI

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for (money, or any property or services) from time to time. The preemptive right of any shareholder shall be equal to the ratio that shareholder's issued shares of common stock held bears to the total number of shares of common stock then issued and outstanding.

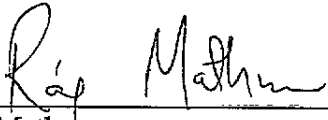
ARTICLE XII

The address of the principal office of the corporation is 216 53rd Ave. W., Suite A, Bradenton, Florida 34207-3412.

ARTICLE XIII

The shareholders shall not be personally liable for the debts of the corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these articles of incorporation at the law office of Mackey, Mackey & Hall, P.A., 922 1402 Third Avenue West, Bradenton, Florida, on April 19, 2000.



Raj Mathur

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

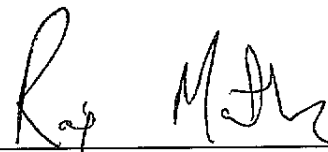
Pursuant to the provisions of Section 607.0501, Florida Statutes (2000), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and his Florida office:

1. The name of the corporation is: Mathur & Gerdes, Inc.
2. The name and address of the registered agent and office is:

Name: Raj Mathur
Address: 216 53rd Ave. W., Suite A, Bradenton, Florida 34205

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.

Dated: April 19, 2000



Raj Mathur

00 APR 28 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED