

PO0000057380

ROGER B. AND SABRINA M. NEUMEYER

6297 Lori Terrace
Port Charlotte, FL 33981
(941) 697-8764

May 30, 2000

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

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-06/06/00--01017--026
*****87.50 *****87.50

Re: Articles of Incorporation for Panoramic Building & Design, Inc. and a check for fees in the amount of \$87.50.

Dear Sir,

Enclosed you will please find the above referenced material submitted for approval.

Please address all correspondence pertaining to this matter to:

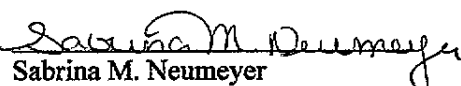
Panoramic Building & Design, Inc.

6297 Lori Terrace

Port Charlotte, FL 33981

Thank you for your attention to this matter.

FILED
00 JUN -6 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Sabrina M. Neumeyer
Registered Agent
Panoramic Building & Design, Inc.

T. SMITH JUN 14 2000

ARTICLES OF INCORPORATION
FOR
PANORAMIC BUILDING & DESIGN, INC.

FILED
00 JUN -6 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be Panoramic Building & Design, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business for this corporation is 6297 Lori Terrace, Port Charlotte, FL 33981

ARTICLE III - PURPOSE

This corporation is organized for the purposes of conducting a building and drafting operation and for the purposes of transacting any and all lawful business.

ARTICLE IV - SHARES

This corporation is authorized to issue 10,000 shares of five dollars (\$5.00) par value stock, which shall be designated "common shares".

ARTICLE V - INITIAL OFFICERS/DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the by-laws but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

Roger B. Neumeyer - 6297 Lori Terrace, Port Charlotte, FL 33981
Sabrina M. Neumeyer - 6297 Lori Terrace, Port Charlotte, FL 33981

ARTICLE VI - REGISTERED AGENT

The name of the registered agent of this corporation is Sabrina M. Neumeyer and the street address of the registered agent named above is 6297 Lori Terrace, Port Charlotte, FL 33981.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:
Sabrina M. Neumeyer - 6297 Lori Terrace, Port Charlotte, FL 33981

ARTICLE VIII - DURATION

This corporation shall have perpetual existence.

ARTICLE IX - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capitol stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Roger B. Neumeyer - 2500 shares

Sabrina M. Neumeyer - 2500 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreements among all of the shareholders and this corporation.

ARTICLE XIII - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of candidates.

ARTICLE XIV - CALLING OF SPECIAL MEETINGS

Any stockholder holding two thousand (2000) or more shares may call special meetings of shareholders.

ARTICLE XV - SHAREHOLDER QUORUM AND VOTING

One hundred percent (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty percent (50%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XVI - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XVII - DIRECTORS RESIDENCY AND COMPENSATION

Directors of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVIII - DIRECTOR QUORUM AND VOTING

One of the directors shall constitute a quorum for a meeting of directors.
If a quorum is present, the affirmative vote of all of the directors present, or if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of two thirds (2/3) of the directors present and voting shall be the act of the board of directors.

ARTICLE XIX - MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special meeting of the board of directors by means of conference telephone as provided by law, but each director must attend regular meetings of the board of directors, in fact, in person.

ARTICLE XX - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XXI - INDEMNIFICATION

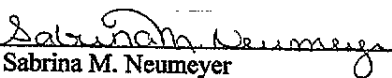
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

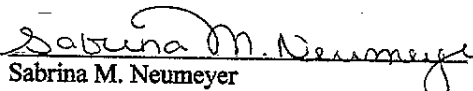
ARTICLE XXII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

In witness thereof, the undersigned has executed these Articles of Incorporation this 30th day of May 2000.


Sabrina M. Neumeyer
Registered Agent


Sabrina M. Neumeyer
Incorporator

State of Florida
County of Charlotte

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Sabrina M. Neumeyer known to me and known by me to be the person who executed the foregoing Article of Incorporation and acknowledged before me that she 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 30th day of May 2000.



Notary Public

My commission expires:



Cathy Claus
MY COMMISSION # CC653171 EXPIRES
June 5, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
00 JUN -6 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA