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& LOCAL GOVERNMENT LAW
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ESTABLISHED 1925

A PROFESSIONAL
ASSOCIATION

Of Counsel
RALPH C. DELL
STEWART C. EGGERT

WRITER'S EMAIL:
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December 15, 2000

VIA FEDERAL EXPRESS

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
12/1/01

FILED
00 DEC 18 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed for filing please find Articles of Incorporation and Designation of Registered Agent for CPC Development Corporation. Our firm check is also enclosed in the amount of \$78.75 which includes the cost of a certified copy of the Articles. A prepared, postage-paid envelope is enclosed for your convenience in returning the certified copy.

Should you have any questions, please do not hesitate to contact the undersigned at your convenience.

Very truly yours,



Stepheny Whittler
Assistant to J. Bert Grandoff

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Enclosures

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12/21

**ARTICLES OF INCORPORATION
OF
CPC DEVELOPMENT CORPORATION**

FILED
00 DEC 18 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of CPC DEVELOPMENT CORPORATION, under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. -- NAME:

The name of the Corporation is:

EFFECTIVE DATE
12/1/01

CPC DEVELOPMENT CORPORATION

ARTICLE II. -- COMMENCEMENT OF EXISTENCE:

This Corporation shall have perpetual existence, commencing on December 1, 2000.

ARTICLE III. -- PURPOSE:

The general purpose or purposes for which the Corporation is organized are as follows:

- (a) to engage in the general construction business; and
- (b) to transact any and all other lawful business for which a business may be incorporated under the Florida General Corporation Act.

ARTICLE IV. -- AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or service actually performed for the Corporation with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. -- INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office and the principal office of the Corporation is 305 North Glenwood Avenue, Clearwater, Florida 33755. The name of the Registered Agent of the Corporation J. BERT GRANDOFF, whose address is 101 East Kennedy Boulevard, Suite 1240, Tampa, Florida 33602.

ARTICLE VI. -- INITIAL BOARD OF DIRECTORS:

The Corporation shall have three initial directors. The number of Directors may be either increased or diminished from time to time, as provided in the Bylaws, but shall never be less than one. The names and addresses of the three initial directors are:

Harry E. Angenendt, Jr.	305 North Glenwood Avenue Clearwater, Florida 33755
Paul V. Angenendt	305 North Glenwood Avenue Clearwater, Florida 33755
J. Cole Angenendt	305 North Glenwood Avenue Clearwater, Florida 33755

ARTICLE VII. -- INCORPORATOR:

The name and address of the incorporator is:

HARRY E. ANGENENDT, JR.
305 North Glenwood Avenue
Clearwater, Florida 33755

ARTICLE VIII. -- PREEMPTIVE RIGHTS:

Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rate portion of:

(1) Any stock of any class that the Corporation may issue or sell, whether or not

exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed by or any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or lease thereof; or

(2) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

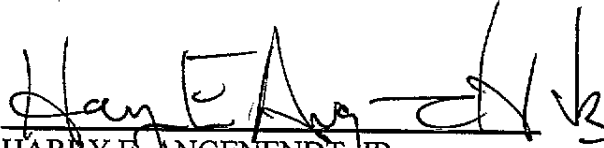
ARTICLE IX. -- BYLAWS:

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and Shareholders, except that the Board of Directors may not amend or repeal any Bylaw adopted by Shareholders if the Shareholders specifically provide such Bylaw is not subject to amendment or repeal by the Directors.

ARTICLE X. -- AMENDMENTS:

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation. These Articles may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders meeting by the holders of a majority of the shares entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 28th day of November, 2000.


HARRY E. ANGENENDT, JR.

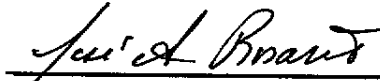
STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of November,
2000, by HARRY E. ANGENENDT, JR. who is personally known to me or who has produced _
_____ as identification and who [did] [did not] take an oath.



Jose A. Rosario
Commission # CC 924793
Expires April 3, 2004
Bonded Thru
Atlantic Bonding Co., Inc.



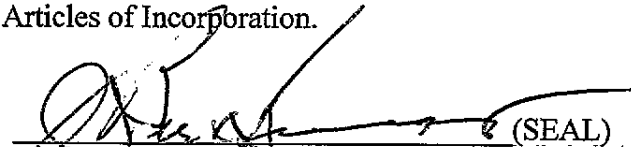
Signature of Notary Public

Jose' A. ROSARIO

Notary Public's Name Printed
State of Florida at Large
My Commission Expires:

ACCEPTANCE

I hereby accept to act as initial Registered Agent for CPC DEVELOPMENT CORPORATION, as stated in these Articles of Incorporation.


J. BERT GRANDOFF (SEAL)

Post Office Box 2111
Tampa, Florida 33601-2111

101 East Kennedy Boulevard
Suite 1240
Tampa, Florida 33602

FILED
00 DEC 18 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA