

Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : BRUCE J. O'DONNELL, CPA, P.A.
Account Number : 120000000084
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FLORIDA PROFIT CORPORATION OR P.A.**WILCOX CONSTRUCTION OF AMERICA, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

WILCOX CONSTRUCTION OF AMERICA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

21301 POWERLINE ROAD, SUITE 102
BOCA RATON, FL 33433

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONE THOUSAND (1000) SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

DALE T. DERBY, SR.
21301 POWERLINE ROAD STE 102
BOCA RATON, FL 33433

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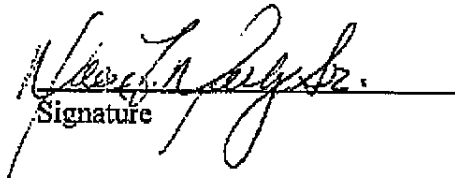
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ARTICLE V INCORPORATORS

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

DALE T. DERBY, SR.
21301 POWERLINE ROAD, SUITE 102
BOCA RATON, FL 33433

The undersigned incorporator has executed these Articles of Incorporation this 5 day of Jan., 2001.


Signature

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

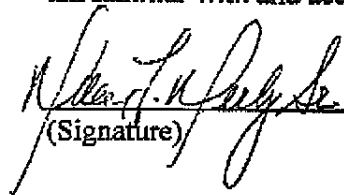
1. The name of the corporation is:

WILCOX CONSTRUCTION OF AMERICA, INC.

2. The name and address of the registered agent and office is:

DALE T. DERBY, SR.
21301 POWERLINE ROAD, SUITE 102
BOCA RATON, FL 33433

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.


(Signature) Jan 5, 2001
(Date)

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