

TRANSMITTAL LETTER

PO1000010699

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

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-01/26/01--01098--014  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: ROBERT GRAY ARCHITECTURE & CONSTRUCTION, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy  
 \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: ROBERT WILLIAM GRAY, III  
Name (Printed or typed)

617 OCEAN BLVD.  
Address

ATLANTIC BEACH, FL 32233  
City, State & Zip

FILED  
01 JAN 26 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Robert Walcott GAVE (904) 349-6096 or 241-8417  
Daytime Telephone number

AUTHORIZATION BY PHONE TO  
CORRECT STATE TO 607.

DATE Off  
DOC. #XAM Off

NOTE: Please provide the original and one copy of the articles.

24 1/29/01

ARTICLES OF INCORPORATION

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<sup>JRE</sup>  
**Robert Gray Architects and Construction, Inc.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation, for profit, under Chapter 607 of the Florida Statutes, hereby certifies:

Article I: The name of said corporation shall be <sup>JRE</sup> **Robert Gray Architects and Construction, Inc.**

Article II: The principle place of business and mailing address of the corporation shall be:

617 Ocean Blvd.  
Atlantic Beach, Florida 32233

Article III: The purposes for which it is formed are:

- a) to provide architect, design, and construction services, and other miscellaneous related services; and
- b) to do any other lawful act or activity for which a corporation may be formed pursuant to Section 607 of the Florida Statutes.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, to-wit:

To sue and be sued, contract and be contracted with, in its corporate name;

To purchase, acquire, hold, convey, lease, mortgage or dispose of property, real or personal, tangible or intangible;

To borrow money and issue, sell or pledge bonds, promissory notes, bills of exchange, debentures and other operations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured;

To purchase, acquire, guarantee, hold and dispose of the shares, bonds and other evidences of indebtedness or contracts of any corporation, domestic or foreign;

To acquire the good will, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise, to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

To carry on any or all of its operations and businesses, and to promote its objections within the State of Florida, or elsewhere, without restriction as to the place or amount;

To do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, along or in the company with others;

None of these sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first paragraph of this statement of purposes, but the corporation shall have full power to exercise all or any of the powers conferred by any part of this statement or purposes, in any part of the world, and notwithstanding that the business, undertaking, property, or acts proposed to be transacted, acquired, dealt with or performed, do not fall within the objects set forth in the first paragraphs of this statement of purpose.

Article IV: Except as may be hereafter restricted by the Code of Regulations, the Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Corporation and the selling shareholder or shareholders.

Article V: A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent or otherwise, nor shall any transaction, contract or act of the corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer or any firm of which such director or officer is a member or any corporation of which such director or officer is a shareholder, director or officer, is in any way interested in such transaction, contract, or act, provided the fact that such director, officer, firm or corporation is so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract, transaction, or act shall be taken; nor shall any such director or officer be accountable or responsible to the corporation for or in respect of any such transaction, contract, or act of the corporation, or for any gains or profits realized by him by reason of the fact that he or any firm of which he is a shareholder, officer or director, is interested in such director or officer, if such officer is a director, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action in respect of any such contract, transaction, or act, and may vote thereat to authorize, ratify or approve any such contract, transaction or act, with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, were not interested in such transaction, contract or act.

Article VI: The number of shares which the corporation is authorized to have outstanding is Seven Hundred Fifty (750) shares no par common.

Article VII: The amount of stated capital with which the corporation shall begin business is FIVE HUNDRED DOLLARS (\$500.00).

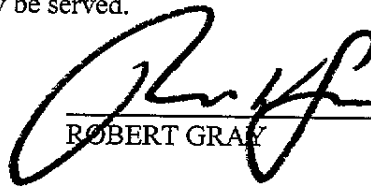
Article VIII: The name and address of the registered agent is: Robert Gray, 617 Ocean Blvd., Atlantic Beach, Florida, 32233.

Article IX: The name and address of the incorporator is Robert Gray, 617 Ocean Blvd., Atlantic Beach, Florida, 32233.

IN WITNESS WHEREOF, I have hereunto subscribed my name, this 22 day of January, 2001.

  
ROBERT GRAY  
Incorporator

The undersigned hereby accepts the foregoing appointment as registered agent of the corporation upon whom process, tax notices or demands may be served.

  
ROBERT GRAY  
1/22/01  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA