

PO1000016891

THE LAW OFFICE OF

Les Schneiderman, P.A.

THE COURTYARD, SUITE 130

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SENT VIA PRIORITY MAIL

February 7, 2001

Department of State

Division of Corporations

Corporate Records Bureau

Attn: New Corporation Filing

409 East Gaines Street

Tallahassee, FL 32301

FILED
FEB 12 PM 3:16
TALLAHASSEE, FLORIDA
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-02/12/01-01131-011
*****70.00 *****70.00

RE: Filing the Articles of Incorporation for **SPEC CO., INC.**

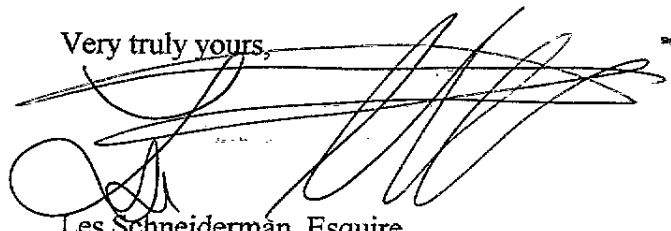
Dear Sir/Madam:

Enclosed please find one (1) original and one (1) copy of the Articles of Incorporation for Spec Co., Inc. for our client, Steven Heller. Also enclosed is a check in the amount of \$70.00 payable to Florida Department of State for the \$35.00 filing fee and the \$35.00 registered agent designation fee for this corporation, as well as a **Priority Mail return envelope for the return of documents to my office.**

Thank you for your cooperation in this matter. Please feel free to contact this office with any questions or concerns.

Les Schneiderman GAVE
AUTHORIZATION BY PHONE TO
CORRECT Dep name
DATE 2/14
DOC. EXAM K

Very truly yours,


Les Schneiderman, Esquire
For the firm

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WOL-3358
gjg/13

**ARTICLES OF INCORPORATION
OF
SPEC STRUCTURAL REPAIRS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, competent to contract, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I
NAME**

The name of the Corporation is **SPEC STRUCTURAL REPAIRS, INC.**

**ARTICLE II
TERM OF EXISTENCE**

This Corporation shall exist perpetually beginning five (5) days prior to the date of filing of these Articles of Incorporation.

ARTICLE III

PRINCIPAL ADDRESS AND MAILING ADDRESS

The street address of the principal office of the Corporation is 11717 63rd Lane N., West Palm Beach, FL 33412, and the mailing address of the Corporation is 11717 63rd Lane N., West Palm Beach, FL 33412.

ARTICLE IV
PURPOSES

The purpose for which the Corporation is formed and the business and objects to be carried on and promoted by it are:

To transact and engage in any or all lawful activities or business permitted under law and for which corporations may be incorporated under the laws of the United States and Florida including Chapter 607, Florida Statutes.

ARTICLE V
REQUIRED CAPITAL

This Corporation shall begin business with capital of not less than One Thousand Dollars (\$1,000.00).

ARTICLE VI
CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares, par value One Dollar (\$1.00). per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The consideration to be paid for each share of stock shall be fixed by the Board of Directors, but in no event shall it be less than One Dollar (\$1.00) per share.

ARTICLE VII
DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors consisting of not less than One (1) nor more than Five (5) Directors as set forth in the By-Laws.

The names and street addresses of the first Board of Directors of this Corporation, who, subject to these Articles of Incorporation and the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
TODD SHAWHAN as Chairman of the Board	252 NW 35 TH Street Boca Raton, FL 33431
STEVEN HELLER	11717 63 rd Lane N. West Palm Beach, FL 33412
RICKY LEE KRAMER	11233 Roselynn Way Lake Worth, FL 33467

ARTICLE VIII **INCORPORATORS**

The name(s) and street address(es) of the incorporator(s) of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
STEVEN HELLER	11717 63 rd Lane N. West Palm Beach, FL 33412

ARTICLE IX **REGISTERED AGENT AND OFFICE**

The Registered Agent for this Corporation shall be **STEVEN HELLER** and the Registered Office shall be located at 11717 63rd Lane N., West Palm Beach, FL 33412, or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE X
SPECIAL PROVISIO

Any action by the Board of Directors of this Corporation which is within their power taken at a meeting of such Board of Directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all Directors as required by law or by the By-Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all Directors shall execute a Waiver of Notice of such meeting, in writing, and providing a majority of the Directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this Corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or by the By-Laws of this Corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a Waiver of Notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this Corporation may be taken without a meeting if consent, in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the Corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida, or any other governmental agency of any state, county or nation or with any private organization, corporation, person or

persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said shareholders or wherever a greater vote is required by law or in the By-Laws, by that vote.

ARTICLE XI **TELEPHONE MEETINGS AUTHORIZED**

Members of the Board of Directors or any executive committee designated by the Board of Directors in accordance with the law shall be deemed present at any meeting of the Board of Directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons is used.

ARTICLE XII **INSPECTION OF BOOKS AND RECORDS**

The Corporation shall from time to time determine whether and to what extent and at what time and place and under what condition and regulations the accounts and books of the Corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholders shall have any right of inspecting any account, book or document of this Corporation except as conferred by statutes, unless authorized by a resolution of the shareholders or by the Board of Directors.

ARTICLE XIII **AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in

these Articles of Incorporation, or any amendment hereto, in the manner and with the vote provided by law and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV **PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation, 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 XV **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every Officer and every Director of this Corporation shall be indemnified by the Corporation, as permitted by law, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he may be part of or in which he may become involved by reason of his being or having been an Officer or Director of the Corporation, whether or not he is an Officer or Director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such Officer or Director may be entitled.

ARTICLE XVI **NOTICE OF ARTICLES OF INCORPORATION** **AND BY-LAWS**

The provisions of these Articles of Incorporation and amendments thereof, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this Corporation shall be a

party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 7th day of February, 2001.

Signed, sealed and delivered in our presence:

Witness 1:

Witness 1 (name printed: De Schyde)

Witness 2: Kennedy L. Charles

Witness 2 name printed: Kennedy L. Charles **STEVEN HELLER**

ACKNOWLEDGMENT AS TO STEVEN HELLER

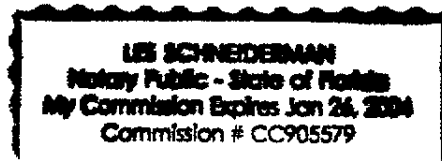
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day the foregoing instrument was acknowledged before me by **STEVEN HELLER**, who is personally known to me or who has produced Florida License as identification and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Palm Beach County, Florida, this 7th day of February, 2001.

[Signature]
NOTARY PUBLIC/STATE OF FLORIDA

My Commission expires:



**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA**

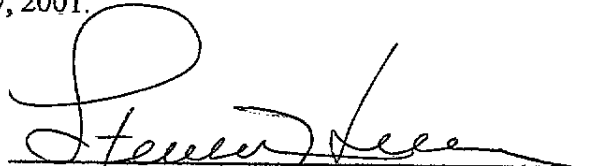
Pursuant to Florida Statutes, including Chapters 48.091 and 607.0501, the following is submitted:

SPEC STRUCTURAL REPAIRS, INC., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at 11717 63rd Lane N., City of West Palm Beach, County of Palm Beach, State of Florida, 33412, has named **STEVEN HELLER** as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided in Florida Statutes, including 607.0505.

DATED this 7th day of February, 2001.


STEVEN HELLER

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FILED
01 FEB 12 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA