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CHAD A. WALTERS, P.A.

ATTORNEY AT LAW

Chad A. Walters, Esq.

chadawalterspa@cs.com

February 20, 2001

800003767568--5  
-02/26/01--01078--025  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

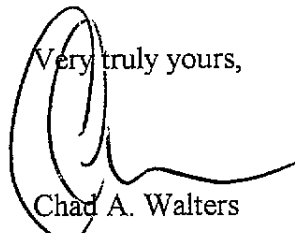
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: All American Construction of Sanford, Inc.**

Dear Sir:

Enclosed please find articles of incorporation for **All American Construction of Sanford, Inc.**, to be filed with the Secretary of State, Division of Corporations. I have enclosed the filing fee in the amount of \$78.75. If you should have any questions, please do not hesitate to give me a call.

Very truly yours,

  
Chad A. Walters

CAW/  
Enclosures

FILED  
01 FEB 26 AM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10-82-2  
200

**ARTICLES OF INCORPORATION  
OF  
ALL AMERICAN CONSTRUCTION OF SANFORD, INC.**

FILED  
01 FEB 26 AM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, natural person, competent to contract, hereby form a Corporation under the laws of the State of Florida.

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

The name of the Corporation shall be **ALL AMERICAN CONSTRUCTION OF SANFORD, INC.** The address of the Corporation shall be 297 Power Ct., Unit 111, Sanford, Florida 32771.

**ARTICLE II  
AUTHORIZED STOCK**

The Corporation is authorized to issue 100 Shares of \$1.00 par value Common Stock.

**ARTICLE III  
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 Stock of the Corporation.

**ARTICLE IV  
INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

Brad S. Schleper

297 Power Ct.  
Unit 111  
Sanford, Florida 32771.

**ARTICLE V  
PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights as set forth in Florida Statute §607.0630(2).

**ARTICLE VI  
REGISTERED OFFICE, REGISTERED  
AGENT AND RESIDENT AGENT**

The street address of the registered office of this Corporation is 174 W. Comstock Ave., Suite 207, Winter Park, Florida. The name of the initial Registered Agent and Resident Agent of this Corporation is Chad A. Walters, Esquire.

**ARTICLE VII  
BOARD OF DIRECTORS**

This Corporation shall have (1) director. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the director of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Brad S. Schleper	297 Power Ct. Unit 111 Sanford, Florida 32771.

**ARTICLE VIII  
OFFICERS OF THE CORPORATION**

The name and address of the Officer is:

<u>NAME</u>	<u>ADDRESS</u>
Brad S. Schleper	297 Power Ct. Unit 111 Sanford, Florida 32771.

**ARTICLE IX  
PURPOSE**

The Corporation is to engage in all lawful businesses, including all powers necessary or convenient to effect its purpose.

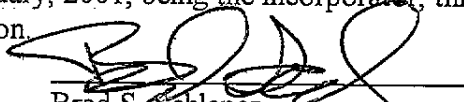
**ARTICLE X  
INDEMNIFICATION**

This Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE XI  
AMENDMENT**

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


**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation this \_\_\_\_ day of February, 2001, being the incorporator, this date and undersigned adopts these Articles of Incorporation.

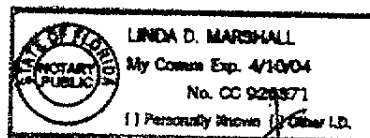
  
\_\_\_\_\_  
Brad S. Schleper

STATE OF FLORIDA)  
COUNTY OF ORANGE)

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Brad S. Schleper, who is personally known to me or who has produced FL Drivers License as identification, and acknowledged execution of the foregoing Articles of Incorporation and he executed said Articles of Incorporation for the purposes therein expressed.

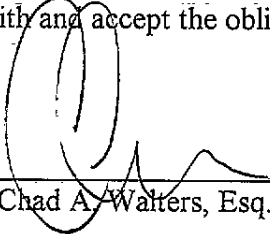
**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal in the State and County aforesaid, this 22<sup>nd</sup> day of February, 2001.

  
\_\_\_\_\_  
Notary Public State of Florida



**ACCEPTANCE OF REGISTERED AGENT**

**I HEREBY ACCEPT** the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to keeping said offices open. I am familiar with and accept the obligations provided for in Florida Statute §607.0505.

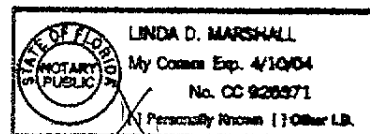
  
Chad A. Walters, Esq.

STATE OF FLORIDA)  
COUNTY OF ORANGE)

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Chad A. Walters, to me and known to me to be the person who executed the foregoing Acceptance of Registered Agent for the purposes therein expressed.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal in the State and County aforesaid, this 20<sup>th</sup> day of February, 2001.

  
Notary Public State of Florida



FILED  
01 FEB 26 AM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399