

Charter Number Only

PO1000022994

William A. Chiara
Requestor's Name

4701 West Fourth Ave

Address

Hialeah, FL 33012

City

State

ZIP

Phone

(305)557-2577A

VALIDATION ONLY

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78.75 78.75

CORPORATION(S) NAME

Guy McCawley Construction, Inc.



Empire Toll Free: 1-800-432-3028

Profit

NonProfit

Amendment

Merger

01 MAR -5 AM 9:25

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6

AM 9:01

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01 MAR -6 AM 9:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

GUY McCUALEY CONSTRUCTION, INC.

ARTICLE I
(Name)

1.1 The name of the corporation is GUY McCUALEY CONSTRUCTION, INC., with its principal office located at 7980 North French Drive, Suite 101N, Pembroke Pines, Broward County, Florida 33024.

ARTICLE II
(Duration)

2.1 This corporation shall have perpetual existence.

ARTICLE III
(Purpose)

3.1 This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
(Capital Stock)

4.1 This corporation is authorized to issue 100 shares of common stock with \$1.00 par value.

4.2 Each of said shares of stock shall entitle the holder thereto to one (1) vote at any meeting of the shareholders unless otherwise specifically agreed to in a Shareholders' Agreement.

4.3 All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid for and shall be nonassessable.

ARTICLE V
(Preference, Limitations and Relative Rights of Shares of Capital Stock)

5.1 Rights Upon Liquidation or Dissolution: In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the assets of this corporation shall be payable to and distributed ratably among the holders of record of the common shares.

Articles of Incorporation of Guy McCauley Construction, Inc.

5.2 Voting Rights: Except as otherwise provided by law or Shareholders' Agreement, 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 shares.

ARTICLE VI
(Preemptive Rights)

6.1 Every shareholder, upon the sale for cash, or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others unless otherwise agreed to in any Shareholders' Agreement in which all of the outstanding shareholders assent.

ARTICLE VII
(Initial Registered Agent and Principal Office)

7.1 The street address of the initial registered agent and principal office of this corporation is 7980 North French Drive, Suite 101N, Pembroke Pines, Broward County, Florida 33024, and the name of the initial registered agent of this corporation at that address is Guy McCauley.

ARTICLE VIII
(Initial Board of Directors)

8.1 This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is Guy McCauley at 7980 North French Drive, Suite 101N, Pembroke Pines, Broward County, Florida 33024.

ARTICLE IX
(Incorporator)

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

Guy McCauley
7980 North French Drive, Suite 101N
Pembroke Pines, Florida 33024

ARTICLE X
(Conflict of Interest)

10.1 No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the

Articles of Incorporation of Guy McCauley Construction, Inc.

officers of this corporation are pecuniary or otherwise interested in, or are directors or officers of such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

ARTICLE XI
(Reduction in Stated Capital)

11.1 The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by an action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XII
(Indemnification)

12.1 The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII
(Initial Officers)

13.1 The name, address and titles of the initial officers is:

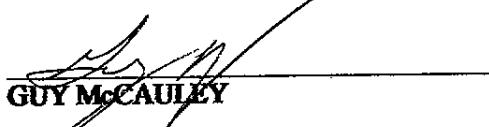
GUY McCauley
President/Vice President/Secretary/Treasurer
7980 North French Drive, Suite 101N
Pembroke Pines, Florida 33024

ARTICLE XIV
(Amendment)

14.1 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 the laws of the State of Florida, and all rights conferred upon the shareholders herein are subject to this reservation.

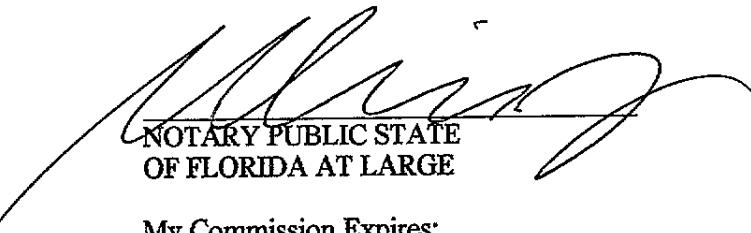
Articles of Incorporation of Guy McCauley Construction, Inc.

IN WITNESS WHEREOF, the person named below has hereby executed these Articles of Incorporation for the uses and purposes herein stated.

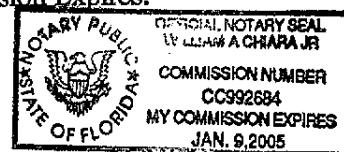

GUY McCAULEY

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me on this 13 day of February, 2001, by **GUY McCAULEY**, who has produced his Florida driver's license as identification, and who did take an oath.


NOTARY PUBLIC STATE
OF FLORIDA AT LARGE

My Commission Expires:



Guy McCauley Construction, Inc.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT GUY McCAULEY CONSTRUCTION, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF PEMBROKE PINES, STATE OF FLORIDA, HAS NAMED GUY McCAULEY LOCATED AT: 7980 NORTH FRENCH DRIVE, SUITE 101N, PEMBROKE PINES, FLORIDA 33024, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

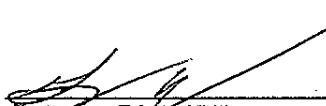


GUY McCAULEY
(Corporate Officer)

TITLE: PRESIDENT

DATE: February 13, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



GUY McCAULEY
(Registered Agent)

DATE: February 13, 2001.

07 MAR - 6 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED