



THE UNITED STATES
CORPORATION
COMPANY

P01000027404

ACCOUNT NO. : 072100000032

REFERENCE : 079555 9156A

AUTHORIZATION : Patricia Pignatelli

COST LIMIT : \$ 78.75

01 MAR 15 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ORDER DATE : March 15, 2001

ORDER TIME : 1:59 PM

ORDER NO. : 079555-005

CUSTOMER NO: 9156A

CUSTOMER: Larry A. Echols, Esq.
Larry A. Echols, P.A.
P. O. Box 2579
Ft Myers, FL 33932

500003854855--3

DOMESTIC FILING

NAME: DIEDRICH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 15 PM 2:32
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

601-5972
Pat 3/15/01

Pat 3/16/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RESUBMIT
Please give original
submission date as file date.

March 15, 2001

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: DIEDRICH, INC.
Ref. Number: W01000005972

We have received your document for DIEDRICH, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 801A00016002

RECEIVED
01 MAR 16 AM 10:44
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
DIEDRICH, INC.

01 MAR 15 AM 11:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned does hereby associate themselves, their successors and assigns together for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this corporation is DIEDRICH, INC.

ARTICLE II

The general purposes for which the corporation is organized are:

1. To act as a general contractor or subcontractor for the construction, repairing and remodelling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all business and constructing incidental thereto.
2. To develop, construct, manage and own buildings, including without limitation commercial and residential condominiums.
3. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
4. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 2,000 shares of common stock of the same class and at \$1.00 par value.

ARTICLE IV

The amount of capital with which the corporation will begin business is \$500.00.

ARTICLE V

The Corporation is to have perpetual existence. The date and time of existence is the filing date hereof.

ARTICLE VI

The post office address of the principal office of the corporation in this State is 9950 Strike Lane, Bonita Springs, Florida 34135.

ARTICLE VII

The number of directors of this corporation shall not be less than one (1) or more than seven (7).

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors of the corporation are:

NAME

ADDRESS

Thomas A. Diedrich

9950 Strike Lane
Bonita Springs, Florida 34135

ARTICLE IX

The names and post office addresses of each subscriber to the Articles of Incorporation are:

NAME

ADDRESS

Thomas A. Diedrich

9950 Strike Lane
Bonita Springs, Florida 34135

ARTICLE X

The name and place of residence of the resident agent for service of process shall be Thomas A. Diedrich, 9950 Strike Lane, Bonita Springs, FL 34135.

ARTICLE XI

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or her or their votes are counted for such purpose, if:

a. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

b. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

c. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee, or the shareholder.

ARTICLE XII

a. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

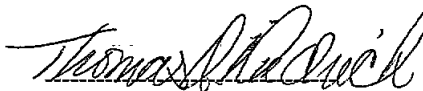
b. The Corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

c. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

d. In addition to the indemnification provided for herein, the Corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or wilful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

e. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid and the nature and status at the time of such payment of the litigations or threatened litigation.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals
this 12th day of March, 2001.


Thomas A. Diedrich

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 12th day of March, 2001, by Thomas A. Diedrich, who is personally known to me
or has produced Florida Drivers Lic as identification.

Signature of Notary Public: Kim Ford
Type/Print Name of Notary: KIM FORD
Commission Number: _____
Commission Exp. Date: _____



Kim Ford
MY COMMISSION # CC884920 EXPIRES
November 13, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATION 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 DIEDRICH, INC. ORGANIZED AND QUALIFIED UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
FORT MYERS BEACH, STATE OF FLORIDA, HAS NAMED THOMAS A. DIEDRICH
LOCATED AT 9950 STRIKE LANE, BONITA SPRINGS, FLORIDA 34135, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


THOMAS A. DIEDRICH

Dated: 12 MAR 01

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.


THOMAS A. DIEDRICH

Dated: 12 MAR 01

FILED
01 MAR 15 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA