

P01000055395

May 9, 2001

Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

600004242706--6
-05/17/01--01102--003
*****78.75 *****78.75

RE: DiRocco Construction Co., Inc.

Dear Sir/Madam:

Domestication

600004242706--6
-06/05/01--01010--008
*****128.75 *****50.00

Enclosed please find an original and one conformed copy of the Articles of Incorporation for the above named corporation. I would appreciate your filing the original with your office and returning the conformed copy, together with your Certificate of Status, to the undersigned at your earliest convenience.

I am also enclosing our check in the amount of \$78.75 covering the following:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	8.75

Thank you for your consideration in this matter.

Very truly yours,

Frederick DiRocco

Frederick DiRocco

W-11790

B. REGISTER JUN 5 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 23, 2001

FREDERICK DIROCCO
505 BEACHLAND BLVD
VERO BEACH, FL 32963

Domestication

SUBJECT: DIROCCO CONSTRUCTION CO., INC.
Ref. Number: W01000011790

We have received your document for DIROCCO CONSTRUCTION CO., 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6904.

Freida Chesser
Corporate Specialist
New Filings Section

Letter Number: 301A00031842

CERTIFICATE OF DOMESTICATION

The undersigned, MARIA H. DIROCCO, PRESIDENT,
(Name) (Title)

of DIROCCO CONSTRUCTION CO. INC., a foreign Corporation,
(Corporation Name)
in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was Nov. 1, 1974.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was MARYLAND.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was DIROCCO CONSTRUCTION CO. INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is DIROCCO CONSTRUCTION CO. INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation; or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was MARYLAND.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am PRESIDENT, of DIROCCO CONSTRUCTION CO. INC.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 23rd day of MAY, 2001.

Maria H. DiRocco
(Authorized Signature)

Filing Fee:

Certificate of Domestication
Articles of Incorporation and Certified Copy
Total to domesticate and file

\$50.00

\$78.75

\$128.75

- Pd
\$278.75
\$128.75

**ARTICLES OF INCORPORATION
OF
DIROCCO CONSTRUCTION CO., INC.**

ARTICLE I

The name of this corporation shall be:

DiRocco Construction Co., Inc.

ARTICLE II

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

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be as follows:

1,000 shares common stock

having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The street address of the registered office of this corporation is 505 Beachland Boulevard, Vero Beach, Florida 32963. The name of the registered agent of this corporation is Frederick DiRocco whose address is 505 Beachland Boulevard, Vero Beach, Florida 32965.

ARTICLE VII

This corporation shall have one (1) director(s) initially. The number of directors of this corporation may be increased or diminished from time to time by By-Laws adopted by the stockholders but shall never have less than one (1) director.

ARTICLE VIII

The name and post office address of the director of this corporation who shall hold office until new successor(s) are elected and qualified is:

Frederick DiRocco
505 Beachland Boulevard
Vero Beach, FL 32963

The street address of the principal office of this corporation is 505 Beachland Boulevard, Vero Beach, Florida 32963.

ARTICLE IX

The name and address of the subscriber to these Articles of Incorporation, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Frederick DiRocco	505 Beachland Boulevard Vero Beach, FL 32963

ARTICLE X

Special provisions for the regulation of this corporation as follows:

1. Annual meeting of the stockholders and directors of this corporation shall be fixed by the By-Laws.
2. Any meeting of the stockholders and the Board of Directors may be held either within or without the State of Florida, without notice by the written consent of all of the stockholders or directors as the case may be.
3. The directors of the corporation are expressly authorized to accept in payment for the capital stock of the corporation real or personal property of any kind or nature, including accounts receivable, inventories of raw materials, or finished products, furniture, fixtures, automotive equipment, machinery, buildings, or any other items of real or personal property of value to the corporation. The value placed upon said property shall be deemed conclusive and shall be binding upon the directors, officers and upon the present and future stockholders of the corporation.

ARTICLE XI

No contracts or other transactions between the corporation and any other corporation and no act of this corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors of 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 pecuniarily or otherwise interested in, any contract or transaction of the 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 such director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested; and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself of any firm or corporation in which he may be in any wise interested.

ARTICLE XII

1. The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of being or having been directors or officers, or a director or officer of the corporation, or of such other corporations, except in relation to matters as to which any such directors or officers or former directors or officers or persons shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

2. In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed as adjudication that such director or officer or person is liable for negligence or misconduct in the performance of his duties, if such director or officer or person was acting in good faith, in what he considered to be the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

3. In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the question may be referred by the Board of Directors, any such person was not negligent or guilty of bad faith in relation to the matters complained of herein, the corporation shall reimburse him or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

4. Such indemnification shall not be deemed exclusive of any rights to which these indemnified may be entitled under any By-Law, agreements, vote of stockholders, or otherwise.

ARTICLE XIII

No stockholder of this corporation shall, because of his ownership of any of the capital stock of the corporation have a pre-emptive or other right to purchase, subscribe for, or otherwise acquire any portion of any issue of capital stock or debt of the corporation, whether in the form of capital stock, promissory notes, debentures, bonds, or other securities convertible into or carrying options or warrants for the purchase

of capital stock of the corporation which may be issued, optioned or sold by the corporation subsequent to the filing of these Articles of Incorporation. All or any portion of the capital stock of this corporation and any promissory notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase any of the authorized stock of this corporation may, at any time, from time to time, be issued, optioned, sold or disposed of to such person and upon such terms and conditions in any manner permitted by law without first offering any of such stock, promissory notes, debentures, bonds or other securities, or any part thereof, to existing stockholders of the corporation.

ARTICLE XIV

These Articles of Incorporation may be amended in the manner approved by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved in the stockholders' meeting by a majority of the stock entitled to vote thereof, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of DiRocco Construction Co., Inc.

Witness my hand and seal this 11 day of May, 2001.

Frederick DiRocco
Frederick DiRocco

I, the undersigned do hereby acknowledge and accept appointment as Registered Agent of DiRocco Construction Co., Inc.

Frederick DiRocco
Frederick DiRocco

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 11 day of May, 2001, by FREDERICK DIROCCO, who is personally known to me or who has produced himself as identification.

Maria Lipski
Notary Public
Name: MARIA LIPSKI
Commission Number: DD005832
Commission Expiration: 3/1/2005

MARIA A. LIPSKI
Notary Public, State of Florida
My comm. exp. Mar. 1, 2005
Comm. No. DD 005832