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Law Offices

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FAX 941-337-7705

**Anthony J. Gargano**

Please reply to:  
P.O. Box 2527  
Fort Myers, Florida 33902-2527  
AJGLAW@aol.com

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May 31, 2001

Florida Department of State  
Division of Corporations  
Post Office Box 6237  
Tallahassee, Florida 32314

**RE: Articles of Incorporation for  
R. Lee Concrete & Masonry, Inc.**

Dear Madam:

I have enclosed one (1) original and one (1) copy of the Articles of Incorporation of R. Lee Concrete & Masonry, Inc. I have also enclosed a check made payable to the Secretary of State in payment of your required fees as follows:

Filing Fee:	35.00
Registered Agent Filing Fee:	35.00
Certified Copy Fee:	8.75
<b>TOTAL:</b>	<b>\$ 78.75</b>

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

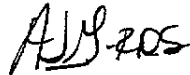
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After the Articles have been filed, please furnish me with a certified copy. Thank you for your cooperation and assistance.

Sincerely,

GARGANO & MARCHEWKA, L.L.P.



Anthony J. Gargano

AJG: rds  
enclosures  
cc: client

F. CHESSER JUN 7 2001

**ARTICLES OF INCORPORATION**  
**OF**

**R. Lee Concrete & Masonry, Inc.**

Pursuant to Section 607.0202, Florida Statutes, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

**ARTICLE 1. NAME**

The name of the corporation is **R. Lee Concrete & Masonry, Inc.**

**ARTICLE 2. DURATION**

The duration of the corporation is perpetual.

**ARTICLE 3. PURPOSE**

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act. No other purpose limits this general purpose in any way.

B. To do other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

**ARTICLE 4. CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock. Those shares shall be of a single class and shall have a par value of 1.00 per share.

**ARTICLE 5. PRINCIPAL OFFICE**

The principal office of the corporation is 5610 Division Drive, Fort Myers, FL 33905 and the mailing address for the corporation is 5610 Division Drive, Fort Myers, FL 33905.

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TALLAHASSEE, FLORIDA

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**ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 5610 Division Drive, Fort Myers, FL 33905 and the name of its registered agent at that address is Kenneth A. Wallace.

**ARTICLE 7. INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is two. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial director of the corporation are as follows:

Kenneth A. Wallace  
5610 Division Drive  
Fort Myers, FL 33905

Ronald E. Lee  
5610 Division Drive  
Fort Myers, FL 33905

**ARTICLE 8. INCORPORATORS**

The name and address of each incorporator is as follows:

Kenneth A. Wallace  
5610 Division Drive  
Fort Myers, FL 33905

The incorporator shall have no personal liability under any circumstances. The corporation shall indemnify the incorporator under all circumstances not prohibited by law.

**ARTICLE 9. AMENDMENT**

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

**ARTICLE 10. INDEMNIFICATION**

The corporation shall indemnify each officer, director, incorporator and registered agent including former officers, directors, incorporators and registered agents to the full

extent permitted by law.

#### **ARTICLE 11. BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

#### **ARTICLE 12. COMMENCEMENT OF CORPORATION EXISTENCE**

In accordance with Section 607.01401, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles Of Incorporation.

#### **ARTICLE 13. SHAREHOLDER QUORUM AND VOTING**

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares entitled to vote shall be an act of the shareholders.

#### **ARTICLE 14. DIRECTOR QUORUM AND VOTING**

A majority of all the directors of the corporation shall constitute a quorum at a meeting of the directors. If a quorum is present, the affirmative vote of a majority of all the directors of the corporation shall be an act of the Board of Directors.

#### **ARTICLE 15. DIVIDENDS**

Dividends may be paid to the shareholders.

#### **ARTICLE 16. INFORMAL SHAREHOLDER ACTION**

Any action of the shareholders may be taken without a meeting, if consent in writing setting forth the action so taken signed by all of the persons who are entitled to vote on such action at a meeting is filed with the secretary of the corporation as part of the corporate records.

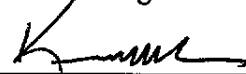
#### **ARTICLE 17. INFORMAL DIRECTOR ACTION**

Any action of the Board of Directors may be taken without a meeting, if consent in writing setting forth the action so taken signed by all of the persons who are entitled to vote on such action at a meeting is filed with the secretary of the corporation as part of the corporate records.

**ARTICLE 18. SHAREHOLDER AGREEMENT**

The shareholders or subscribers to stock of this corporation shall be authorized to enter into any agreement between themselves and with the corporation abridging, limiting, restricting or changing the rights or interests of any one or more of the shareholders or subscribers of stock to sell, assign, mortgage, pledge, hypothecate, or transfer on the books of the corporation any and all of the corporation's shares of stock. A copy of the agreement shall be filed with the corporation and each certificate representing share(s) of stock shall state that it is subject to the terms of the agreement and the shares of stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and conditions of the agreement.

IN WITNESS WHEREOF the undersigned has signed these Articles of Incorporation on May 31, 2001.

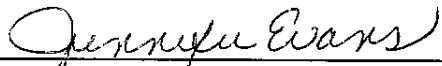
  
\_\_\_\_\_  
Kenneth A. Wallace

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of May, 2001, by Kenneth A. Wallace.

Personally Known  OR Produced Identification \_\_\_\_\_  
Type of Identification Produced N/A



  
\_\_\_\_\_  
Notary Public  
Jennifer Evans  
\_\_\_\_\_  
Printed Name

My commission expires

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the corporation is **R. Lee Concrete & Masonry, Inc.**
2. The name of its registered agent is **Kenneth A. Wallace.**
3. The address of the registered agent and office is **5610 Division Drive, Fort Myers, FL 33905.**



\_\_\_\_\_  
Kenneth A. Wallace, Incorporator

Date: May 31, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR R. LEE CONCRETE & MASONRY, INC., 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.



\_\_\_\_\_  
Kenneth A. Wallace, as Registered Agent

Date: May 31, 2001

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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