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TREISER, LIEBERFARB, COLLINS & VERNON, CHTD.

ATTORNEYS AT LAW

Thomas A. Collins, II
William J. Dempsey
Fitzgerald A. Frater +
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Stanley J. Lieberfarb
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Suite 330
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Internet Address:
www.swflalaw.com

Richard Shapack
of Counsel

Also admitted in Michigan
+ Also admitted in New York
Also admitted in Kentucky
Also admitted in New Jersey
† Board Certified Tax Attorney

FILED
01 AUG -7 AM 9:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 3, 2001

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

500004521985-1
-08/07/01--01017--006
*****78.75 *****78.75

Re: Glencoe Construction, Inc.
Our File Number: 4735.001

Dear Reader:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for Glencoe Construction, Inc. together with our check in the amount of \$78.75 representing the filing, registered agent and certified copy fees.

Please provide me with a certified copy of the Articles of Incorporation in the pre-addressed stamped envelope provided for this purpose.

If you have questions regarding this matter, please feel free to contact me. Thank you for your assistance.

Very truly yours,

TREISER, LIEBERFARB, COLLINS & VERNON, CHTD.

Mary Jo Wojciechowski

Mary Jo Wojciechowski, Paralegal
Enclosures

T. Burok AUG 13 2001

**ARTICLES OF INCORPORATION
OF
GLENCOE CONSTRUCTION, INC.**

The undersigned, acting as the sole Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE ONE
NAME**

- 1.01 The name of the Corporation is **GLENCOE CONSTRUCTION, INC.**

**ARTICLE TWO
DURATION**

- 2.01 The duration of the Corporation shall be perpetual.

**ARTICLE THREE
PURPOSE**

- 3.01 The purpose of the Corporation is to engage in any activity or business permitted under Section 607.0301 of the Florida Business Corporation Act.

**ARTICLE FOUR
CAPITAL STOCK**

- 4.01 The aggregate number of shares that the Corporation has authority to issue is 7,500 all of which shall be common shares without par value.

**ARTICLE FIVE
NO PRE-EMPTIVE RIGHTS**

- 5.01 There shall be no pre-emptive rights for any shareholder.

**ARTICLE SIX
REGISTERED AND PRINCIPAL OFFICES**

- 6.01 The street address of the initial registered office of the Corporation is 2021 Golden Gate Boulevard West, Naples, Florida 34120 and the name of the initial registered agent at that address is Glen MacDonald.

- 6.02 The street address of the principal office of the Corporation is 2021 Golden Gate Boulevard West, Naples, Florida 34120.

FILED
01 AUG -7 AM 9:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE SEVEN
INCORPORATOR

7.01 The name and address of the Incorporator is:

NAME

ADDRESS

Glen MacDonald

2021 Golden Gate Boulevard West
Naples, Florida 34120

ARTICLE EIGHT
DIRECTORS

8.01 The initial Board of Directors of the Corporation shall consist of one (1) member. The number of Directors may be changed from time to time by resolution duly adopted by the shareholders of the Corporation.

8.02 The name and address of the sole Director is:

NAME

ADDRESS

Glen MacDonald

2021 Golden Gate Boulevard West
Naples, Florida 34120


ARTICLE NINE
INCREASING QUORUM OR VOTING REQUIREMENTS
FOR SHAREHOLDERS

9.01 The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders. The adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE TEN
RESTRICTIONS ON TRANSFER OF STOCK

10.01 Provisions restricting the transfer of stock may be contained in the bylaws, in any shareholder agreement or buy-sell agreement filed at the corporation's principal office, or stated on the front or back of any stock certificate, and purchasers of any shares shall be deemed to have notice of such restrictions.


IN WITNESS WHEREOF, I have subscribed my name at Naples, Collier County, Florida on the 3rd day of August, 2001.


GLEN MacDONALD
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 3rd day of August, 2001, by **GLEN MacDONALD**, who is personally known to me or has produced N/A as identification. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me.

My commission expires:


Notary Public
Thomas A. Collins
Typed, Printed or Stamped Name

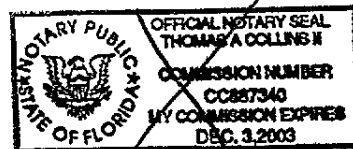


ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida Business Corporation Act in all other respects.

Dated: 8/3/01


GLEN MacDONALD, Registered Agent



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TREISER, LIEBERFARB, COLLINS & VERNON, CHTD.

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Mary Jo Wojciechowski

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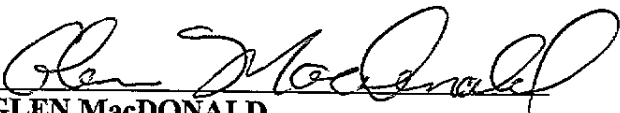
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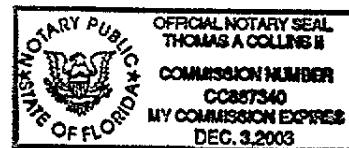

GLEN MacDONALD
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

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My commission expires:

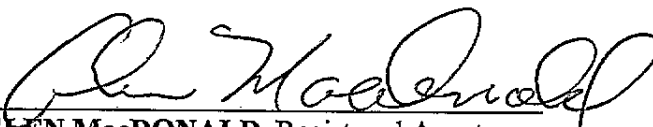

Notary Public
Thomas A. Collins
Typed, Printed or Stamped Name



ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida Business Corporation Act in all other respects.

Dated: 8/3/01


GLEN MacDONALD, Registered Agent

