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A PROFESSIONAL ASSOCIATION

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OF COUNSEL
E. PALMER WILLIAMS

October 9, 2001

Secretary of State
DIVISION OF CORPORATIONS
409 E. Gaines Street
Tallahassee, Florida 32399

300004638189--4
-10/16/01--01032--007
*****78.75 *****78.75

Re: Articles of Incorporation for
G & S CONSTRUCTION OF BREVARD, INC.

FILED
2001 OCT 16 AM 9:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir/Madam:

Enclosed please find two (2) original executed Articles of Incorporation for filing, together with check in the amount of \$78.75 to cover the necessary filing fees as follows:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Designation Registered Agent	\$ 35.00
TOTAL:	\$ 78.75

Your expedited assistance in filing these Articles is appreciated, and should you have any questions, please do not hesitate to contact this office. Thank you for your assistance herein.

Sincerely,


JOHN J. KABBOORD, JR.

JKjr:dhb
Enclosures
C:\WP7\CORPS\FORM\FilingArticlesCoverLetter

10/18/01

ARTICLES OF INCORPORATION
OF
G & S CONSTRUCTION OF BREVARD, INC.

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TALLAHASSEE FLORIDA

ARTICLE I
NAME

The name of this corporation is **G & S CONSTRUCTION OF BREVARD, INC..**

ARTICLE II
DURATION

This corporation shall have a perpetual existence commencing upon the filing hereof as provided by Florida Statutes, of these Articles of Incorporation by the Department of State.

ARTICLE III
PURPOSE

The nature of the business or purposes to be conducted or promoted are:
The operation of a construction business and doing all activities incidental thereto and associated therewith, and to transact any or all lawful activities or businesses permitted under the laws of the United States and the State of Florida, or any other state, county, or nation.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

**ARTICLE V
VOTING RIGHTS**

Except as otherwise provided by law, 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**

Every shareholder, upon the sale for cash of 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 issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address and the address of the initial registered principal office of this corporation is 16 Olive Street, Cocoa Beach, Florida 32931 and the name of the initial registered agent of this corporation at that address is GREG M. SHERPENSKY.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial Director of this corporation is:

NAME:	ADDRESS:
GREG M. SHERPENSKY	16 Olive Street Cocoa Beach, Florida 32931
STEVE P. VANDERLINDEN	1485 Sunrise Drive Merritt Island, Florida 32952

**ARTICLE IX
INCORPORATOR**

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

NAME:

ADDRESS:

GREG M. SHERPENSKY

**16 Olive Street
Cocoa Beach, Florida 32931**

STEVE P. VANDERLINDEN

**1485 Sunrise Drive
Merritt Island, Florida 32952**

**ARTICLE X
BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XII
COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XII
INDEMNIFICATION**


This corporation shall, to the fullest extent permitted by Florida law, as the same may be amended and supplemented, indemnify any and all persons whom it

shall have power to indemnify under said Statute from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Statute, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled to under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such officer, and shall continue as to a 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 a person.


ARTICLE XIV AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of October, 2001.



GREG M. SHERPENSKY



STEVE P. VANDERLINDEN

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GREG M. SHERPENSKY and STEVE P. VANDERLINDEN known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation, and produced Florida driver's licenses as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 10th day of October, 2001.

My Commission Expires:



John J. Kabboord, Jr.
MY COMMISSION # CC830822 EXPIRES
May 11, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

NOTARY PUBLIC.

Sign: 
Print: JOHN J. KABBOORD, JR.
State of Florida at Large

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

G & S CONSTRUCTION OF BREVARD, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Cocoa Beach, County of Brevard, State of Florida, has named **GREG M. SHERPENSKY** as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



GREG M. SHERPENSKY

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