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TASO M. MILONAS, P.A.

Taso M. Milonas, J.D., LL.M.  
Board Certified Tax Lawyer

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 OCT 19 PM 1:31

October 24, 2001

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\*\*\*\*157.50 \*\*\*\*\*78.75

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: **Andersen Construction, Inc.**  
**Flamingo Realty, Inc.**

Dear Sir or Madam:

Enclosed for filing please find an original and one (1) copy of the articles of incorporation for each of the above-referenced corporations and our check in the amount of \$157.50 to cover the filing fee and certificates of status. **Please return date-stamped copies and certificates in the enclosed envelope.**

Thank you for your prompt attention to the foregoing. If you have any questions or require any additional information, please contact the undersigned.

Sincerely,

  
Taso M. Milonas

TMM/kf  
Enclosures

A. GLESSER

OCT 30 2001

ARTICLES OF INCORPORATION  
OF  
ANDERSEN CONSTRUCTION, INC.

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The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

ANDERSEN CONSTRUCTION, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

5203 52<sup>nd</sup> Avenue West  
Bradenton, Florida 34210

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

## ARTICLE IV

### Capital Structure

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock having a par value of one dollar (\$1.00) per share, consisting of two classes as follows: (i) 2,000 shares of voting common stock to be designated the "Class A" stock; and (ii) 8,000 shares of nonvoting common stock to be designated the "Class B" stock. Except as otherwise provided above, each class of stock shall be identical to the other. Each share of Class A stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock, regardless of whether such stock is designated as Class A or Class B, may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

## ARTICLE V

### Existence of Corporation

This corporation shall have perpetual existence.

## ARTICLE VI

### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1800 Second Street, Suite 884, Sarasota, Florida 34236, and the initial registered agent of this corporation at such office shall be Taso M. Milonas. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE VII

### Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## ARTICLE VIII

### Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successor has been duly elected and qualified. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Erwin J. Andersen	5203 52 <sup>nd</sup> Avenue West Bradenton, Florida 34210

## ARTICLE IX

### Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Taso M. Milonas	1800 Second Street, Suite 884 Sarasota, Florida 34236

## ARTICLE X

### Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## ARTICLE XI

### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

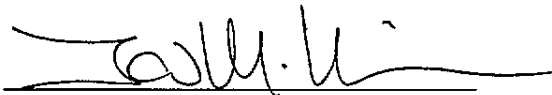
  
TASO M. MILONAS

ANDERSEN CONSTRUCTION, INC.

Acceptance of Service as Registered Agent

The undersigned, TASO M. MILONAS, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 17<sup>th</sup> day of October, 2001.

  
TASO M. MILONAS

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