

PO1000106720

LARRY D. KELLAR

ATTORNEY AT LAW

LARRY D. KELLAR

5514 N. DAVIS HWY., SUITE 105
PENSACOLA, FLORIDA 32503
(850) 479-1710

November 2, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700004665507--5
-11/05/01--01031--016
*****78.75 *****78.75

Re: Five Flags General Contractors, Inc.
LDK File No: 4561

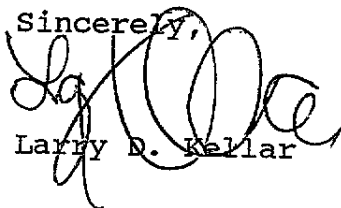
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for Five Flags General Contractors, Inc., and Designation and Acceptance of Registered Agent. In addition, our check in the amount of \$78.75 is enclosed for your filing fee and a certified copy of the Articles.

Please file the original and return a certified copy of the Articles to the undersigned.

Thank you for your attention to this matter.

Sincerely,



Larry D. Kellar

enclosures

cc: Terry Fitzgerald

FILED
01 NOV -5 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK NOV 05 2001

4

ARTICLES OF INCORPORATION

OF

FIVE FLAGS GENERAL CONTRACTORS, INC.

FILED
01 NOV -5 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is FIVE FLAGS GENERAL CONTRACTORS, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date of the effectiveness of these Articles. The corporation's existence shall commence effective the date its Articles are filed.

ARTICLE III

This Corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to general contracting and construction related work.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of this same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 8680 Scenic Highway, Unit 17, Pensacola, FL 32503.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is Larry D. Kellar, and the initial registered office address is 5514 North Davis Highway, Suite 105, Pensacola, FL 32503.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 2 Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Directors of this Corporation is:

Terry Fitzgerald - 8680 Scenic Highway., Unit 17, Pensacola, Florida, 32503

Dorothy J. Fitzgerald - 8680 Scenic Highway, Unit 17, Pensacola, FL 32503

ARTICLE VIX - INCORPORATORS

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

Terry Fitzgerald

8680 Scenic Highway, Unit 17

Pensacola, FL 32503

ARTICLE X - BY-LAWS

The power to alter, adopt, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has/have hereunto set their hands and seal(s) to these Articles of Incorporation this 25th day of October, 2001.

Signed, sealed and delivered in the presence of:

[Signature]
Robert A. Combs

Terry Fitzgerald
TERRY FITZGERALD

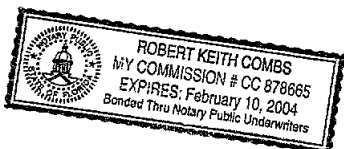
STATE OF Florida

COUNTY OF Escambia

The foregoing instrument was acknowledged before me this 25th day of October, 2001, by TERRY FITZGERALD.

[Signature]
NOTARY PUBLIC

My Commission Expires: _____



FILED
01 NOV -5 PM 4: 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT OF

FIVE FLAGS GENERAL CONTRACTORS INC.


In accordance with Chapters 48 and 607, Florida Statutes, Five Flags General Contractors, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 5514 North Davis Highway, Suite 105, Pensacola, FL 32503, has named Larry D. Kellar, Esquire., located thereat as its registered agent to accept service of process within the State.

By:


LARRY D. KELLAR, ESQUIRE

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby state that I am familiar with and accept the duties and responsibilities of registered agent for said corporation, and agree to act in that capacity and agree to comply with the laws of Florida applicable therein.

By:


LARRY D. KELLAR, ESQUIRE
Registered Agent

CPD#30