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ACCOUNT NO.: 072100000032 REFERENCE :

COST LIMIT : \$ 78.75

ORDER DATE: December 18, 2001

ORDER TIME : 2:20 PM

ORDER NO. : 413933-005

CUSTOMER NO: 4387703

CUSTOMER: Sandy Jeffery, Legal Asst

Schroeder & Larche, P.A.

Suite 319-a, One Boca Place

2255 Glades Road

Boca Raton, FL 33431

NAME: NORTHERN CONSTRUCTION OF SOUTH

FLORIDA, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

\_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112

EXAMINER'S INITIALS:



# FLORIDA DEPARTMENT OF STATE

Katherine Harris Secretary of State

December 19, 2001

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: NORTHERN CONSTRUCTION FL, INC.

Ref. Number: W01000028955

OTOEC 19 PM 12: 56

DEPARTMENT OF STATES
ON OF CLASSIFE FLORING
TAILLAHASSIFE FLORING

We have received your document for NORTHERN CONSTRUCTION FE, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

# Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden Document Specialist New Filings Section

Letter Number: 401A00066351



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#### ARTICLES OF INCORPORATION

OIDEC 18 PM 2:08

of

SECRETARY OF STATE TALLAHASSEE, FLORIDA

NORTHERN CONSTRUCTION OF SOUTH FLORIDA, INC.

#### Article I

#### Name

The name of the corporation is NORTHERN CONSTRUCTION OF SOUTH FLORIDA, INC.

Article II

## Duration

This corporation shall have a perpetual existence.

#### Article III

### <u>Purpose</u>

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as amended.

#### Article IV

# <u>Address</u>

The principal place of business or mailing address of this corporation shall be: 6539 Rogers Circle, Boca Raton, Florida 33487.

#### Article V

#### Capital Stock

The corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

# Article VI

# Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is c/o Schroeder and Larche, P.A, One Boca Place, Suite 319-Atrium, 2255 Glades Road, Boca Raton, Florida 33431-7383 and the name of the initial registered agent of this corporation at the address is Michael A. Schroeder, Esq.

#### Article VII

# 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 but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Craig M. Richards 6530 West Rogers Circle Boca Raton, Florida 33487

Jan M. Richards 6530 West Rogers Circle Boca Raton, Florida 33487

#### Article VIII

#### Incorporator

The name and address of the person signing these Articles is: Michael A. Schroeder, Esq., Schroeder and Larche, P.A., One Boca Place, Suite 319-A, 2255 Glades Road, Boca Raton, Florida 33431-7383.

#### Article IX

#### Powers

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

#### Article X

#### Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholder or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification 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 and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

#### Article XI

#### 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 shareholder(s) is subject to this reservation.

# Article XIII

#### <u>Bylaws</u>

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

#### Article XIII

#### Beginning of Corporate Existence

The date when corporate existence shall begin shall be the date that these Articles of Incorporation are filed, as evidenced by the Department of State's date and time endorsement.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this \_\_\_\_\_\_ day of December, 2001.

ICHAEL A. SCHROEDER

Incorporator

FILED

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned having been named as registered agent and to accept service of process, (i) does hereby accept his appointment s registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation, and (ii) does further agree to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and (iii) is familiar with and accepts the duties and obligations of registered agent for the proposed domestic corporation.

Dated: December 2, 2001.

MICHAEL A. SCHROEDER, ESO.,

Registered Agent

c/o Schroeder and Larche, P.A. One Boca Place, Suite 319-Atrium

2255 Glades Road

Boca Raton, Florida 33431-7383

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