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Transmittal Letter

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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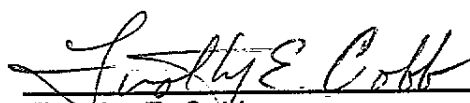
January 9, 2002

Department of State  
Division of Corporations  
P.O. Box 6237  
Tallahassee, Florida 32314

500004764805--5  
-01/10/02--01033--016  
\*\*\*\*122.50 \*\*\*\*\*78.75

Subject: Construction Management Solutions, Inc.

I have enclosed an original and 1 copy of the Articles of Incorporation and a money order  
in the amount of \$122.50

  
\_\_\_\_\_  
Timothy E. Cobb

From: Timothy E. Cobb  
10460 Roosevelt Blvd.  
Unit #356  
St. Petersburg, Fl. 33716  
  
(727) 639 - 6696

1-15-02  
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**ARTICLES OF INCORPORATION  
OF  
Construction Management Solutions, Inc.**

**A For-profit Florida Corporation**

We, the undersigned, being natural persons of the age of twenty-one (21) years or more, and subscribers to the shares of the corporation to be organized pursuant hereto, for the purpose of forming a for-profit corporation under Title XXXVI Chapter 607, do hereby adopt the following Articles of Incorporation.

**Article One**

The name of the corporation is: Construction Management Solutions, Inc.

**Article Two**

The address of its initial office in the State of Florida shall be, 10460 Roosevelt Blvd, Unit # 356, St. Petersburg, Florida. 33716, In the county of Pinellas, and the name of its initial registered agent at such address is Timothy E. Cobb

**Article Three**

The aggregate number of shares which the corporation shall have authority to issue shall be ten million (10,000,000) shares of Common Stock having a par value of one dollar (\$1.00) per share.

**Article Four**

The name and place of residence of the initial shareholders and the number of shares subscribed is:

Timothy E. Cobb	10460 Roosevelt Blvd Unit # 356 St. Petersburg, Florida. 33716	100,000
Berlie J. Cobb	10460 Roosevelt Blvd. Unit # 356 St. Petersburg, Florida. 33716	50,000

Bree'anna R. Cobb	7402 41 <sup>st</sup> Ave. No. St. Petersburg, Florida 33709	25,000
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Tyler E. Cobb	7402 41 <sup>st</sup> Ave. No. St. Petersburg, Florida 33709	25,000
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### **Article Five**

The number of directors of the corporation to constitute the Board of Directors shall be two (2). The initial names and addresses of the initial Board of Directors are:

Timothy E. Cobb	10460 Roosevelt Blvd Unit # 356 St. Petersburg, Florida. 33702	Chief Executive Officer
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Berlie J. Cobb	10460 Roosevelt Blvd. Unit # 356 St. Petersburg, Florida. 33702	President
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### **Article Six**

The duration of the corporation is perpetual.

### **Article Seven**

The pre-emptive rights of the shareholders are not limited.

### **Article Eight**

The purposes for which the corporation is formed are to do any and all the things hereinafter set forth to the same extent as natural persons might or could do in any part of the world, as follows:

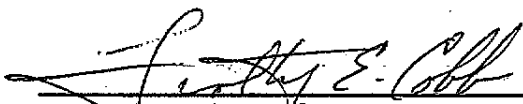
- (a) To design, manufacture, construct, sell, convey, or otherwise engage in the management of construction projects.
- (b) To perform services for other corporation or individuals as principal, agent, pledgee, bailee, escrow agent or as representative in any capacity.

- (c) To manufacture, produce, purchase or otherwise dispose of goods, ware, merchandise and personal property of every class and description; to own, use and operate any plant, machinery, equipment and appliances necessary or appropriate to the manufacture, storage, shipment and sale or other disposal thereof.
- (d) To apply for, purchase or in any manner to acquire; to hold, own, use and operate, to sell or in any manner dispose of, to grant or license other rights in respect of, and in any manner deal with any and all rights, interests, inventions, improvements and processes used in connection with or secured under letters, patent or copyrights of the United States or other countries or otherwise, and to work, operate or develop the same.
- (e) To purchase, lease or otherwise acquire and to hold, own, sell or dispose of real and personal property of all kinds and in particular lands, buildings, business concerns, shares of stock, mortgages, bonds, debentures and other securities, merchandise, book debts and claims, trademarks, trade names, and any interest in real or personal property.
- (f) To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property, or for any purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise.
- (g) To acquire, and take over as a going concern and thereafter to carry on the business of any person, firm, or corporation engaged in any business which this corporation is authorized to carry on and in connection therewith, to acquire the good will and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business.
- (h) To carry on business at any place or places within the jurisdiction of the United States and in any and all foreign countries and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.
- (i) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the corporation; to act as principal or agent, pledgee, bailee, escrow agent and as representative in any capacity in carrying out the purposes of the corporation, in or outside of this state, to the extent the same may be done and performed under the law.
- (j) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of an of

the powers herein before set forth, either alone or in connection with other corporations, firms, or individuals and either as principals or agents and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

### Article Nine

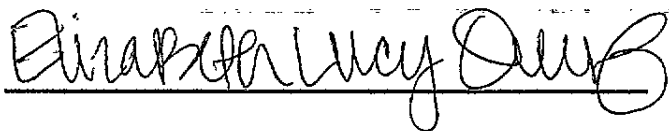
By-laws of the corporation may be altered, amended or repealed and by-laws may be made at any annual meeting of the stockholders or at any special meeting thereof if notice of the proposed alteration or repeal of by-law or by-laws to be made, be contained in the notice of such special meeting, by the affirmative vote of a majority of the stock issued and outstanding and entitled to vote thereat, or by the affirmative vote of a majority of the Board of Directors, at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors, if notice of the proposed alteration, amendment or repeal, of by-law or by-laws to be made, be contained in the notice of such special meeting.

  
\_\_\_\_\_  
Timothy E. Cobb, Incorporator

01-09-2002  
Date

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of January in the year 2002

I, Elizabeth Lucy Quinif, a Notary Public, do hereby certify that on this 9th day of January, 2002 personally appeared before Timothy E. Cobb, who being by me first duly sworn, severally declared that he is the person who signed the foregoing documents as incorporator, and that the statements therein contained are true.

  
\_\_\_\_\_  
Elizabeth Lucy Quinif

My Commission Expires: 8/14/2005



Elizabeth Lucy Quinif  
MY COMMISSION # DD041452 EXPIRES  
August 14, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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## **CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Construction Management Solutions, Inc.

2. The name and address of the registered agent and office is:

Timothy E. Cobb, 10460 Roosevelt Blvd, St. Petersburg, Florida 33716

Signature: Timothy E. Cobb

Title : Chief Executive Officer

Date : 01-10-2002

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Timothy E. Cobb  
Signature

01-10-2002  
Date