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ACCOUNT NO. : 072100000032

REFERENCE : 513511 89589A

AUTHORIZATION :

Patricia Pujato

COST LIMIT : \$ 78.75

ORDER DATE : April 4, 2002

ORDER TIME : 8:43 AM

ORDER NO. : 513511-005

CUSTOMER NO: 89589A

CUSTOMER: Ms. Laura Buckles
Clifford A. Taylor, Esq

800005194708--7

P O Box 2090

Bunnell, FL 32110

DOMESTIC FILING

NAME: MICHAEL P. MALSON CONSTRUCTION
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

FILED
2002 APR -5 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

02 APR -5 AM 10:22

RECEIVED

J 4/5/02

ARTICLES OF INCORPORATION

OF

MICHAEL P. MALSON CONSTRUCTION INC.

FILED

2002 APR -5 PM 12: 55

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

MICHAEL P. MALSON CONSTRUCTION INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is all areas of residential and/or commercial construction, repairs, remodeling, and/or demolition and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a nominal or par value of TEN (\$10.00) DOLLARS. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract. This provision shall not prevent the personal representative of a deceased stockholder or the guardian or an incompetent stockholder from taking possession of such stock in accordance with the requirements of law until such stock can be sold or otherwise disposed of.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$1,000.00 Dollars.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 48 Westcedar Lane, Palm Coast, Florida 32164. The board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VIII. INITIAL OFFICERS and DIRECTORS

The names and post office addresses of the members of the first Board of Directors and all officers are:

<u>Name</u>		<u>Address</u>
Michael P. Malson	President/Director	48 Westcedar Lane Palm Coast, FL. 32164
Kelly J. Malson	Vice-President/Director	48 Westcedar Lane Palm Coast, FL. 32164
Jeanne M. Childs	Secretary	2627 Yuletree Drive Edgewater, FL.
Shannan T. Malson	Treasurer	48 Westcedar Lane Palm Coast, FL. 32164

ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration thereof:

<u>Name</u>	<u>Shares</u>	<u>Consideration</u>
Michael P. Malson 48 Westcedar Lane Palm Coast, FL. 32164	100	\$1,000.00

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

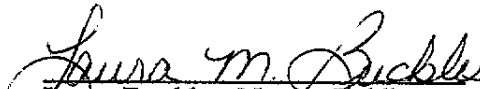
ARTICLE XI. REGISTERED AGENT AND OFFICE

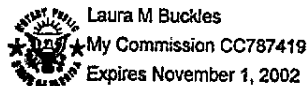
The registered agent and office for this corporation shall be Michael P. Malson, 48 Westcedar Lane, Palm Coast, FL 32164, to accept service of process within the State as to this corporation.


Michael P. Malson

**STATE OF FLORIDA
COUNTY OF FLAGLER**

The foregoing instrument was acknowledged before me this 3RD day of April, 2002, by Michael P. Malson, who is personally known to me.


Laura Buckles, Notary Public



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT MICHAEL P. MALSON, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 48 WESTCEDAR LANE, PALM COAST, FLORIDA 32164, STATE OF FLORIDA HAS NAMED MICHAEL P. MALSON, LOCATED AT 48 WESTCEDAR LANE, PALM COAST, FLORIDA 32164 AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.


Michael P. Malson

Date: April 3, 2002

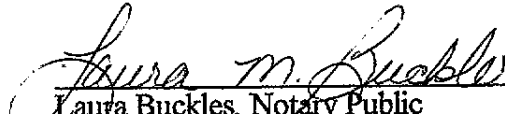
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



Michael P. Malson

Date: April 3, 2002

**STATE OF FLORIDA
COUNTY OF FLAGLER**

The foregoing instrument was acknowledged before me this 3RD day of April, 2002, by Michael P. Malson, who is personally known to me.


Laura Buckles, Notary Public

 Laura M Buckles
My Commission CC787419
Expires November 1, 2002

FILED
2002 APR -5 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA