

P020000 46891

ALL AMERICAN CONTRACTING INC.

621 Buckingham Drive
Oviedo, FL 32765

(407) ~~866-1934~~

971-4514

April 23, 2002

SECRETARY OF STATE
Division Of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-04/26/02--01017--006
*****122.50 *****78.75

Enclosed please find my check in the amount of \$122.50 for the cost of filing of the following:

ALL AMERICAN CONTRACTING INC.

Please forward certified copies of Articles to my attention 621 Buckingham Drive,
Oviedo, FL 32765.

Sincerely,

Gregory P. Shields

GREGORY P. SHIELDS

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 25 PM 6:15

RECEIVED APR 26 2002

ARTICLES OF INCORPORATION
OF
ALL AMERICAN CONTRACTING INC.

The undersigned incorporators deliver these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act, and hereby adopt the following Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be ALL AMERICAN CONTRACTING INC. The principal place of business of this corporation shall be 621 Buckingham Drive, Oviedo, FL 32765 and the mailing address of the corporation shall be the same.

ARTICLE II
CORPORATE PURPOSES, POWER AND RIGHTS

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
DURATION OF THE CORPORATION

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV
AUTHORIZED STOCK

The total number of shares of capital stock which the Corporation has the authority to issue is a thousand (1,000) shares of Common Stock, with a \$1.00 par value per share.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the Registered Agent of the Corporation is:

NAME
GREGORY P. SHIELDS

ADDRESS
621 Buckingham Drive
Oviedo, FL 32765

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) persons. The name and addresses of the person(s) who shall serve as director(s) of the Corporation until the first meeting of shareholders are:

NAME	ADDRESS
GREGORY P. SHIELDS	621 Buckingham Drive Oviedo, FL 32765
JOHN P. SHIELDS, SR.	621 Buckingham Drive Oviedo, FL 32765
DAVID A. SHIELDS	621 Buckingham Drive Oviedo, FL 32765
BOB PIERCEFIELD	621 Buckingham Drive Oviedo, FL 32765

ARTICLE VII
OFFICERS OF THE CORPORATION

The names of the persons who are to serve as officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

GREGORY P. SHIELDS	President
JOHN P. SHIELDS, SR.	Treasurer
DAVID A. SHIELDS	Secretary
BOB PIERCEFIELD	Vice-president

ARTICLE VII
INCORPORATORS

The names and addresses of the incorporators of the Corporation is:

NAME	ADDRESS
JOHN P. SHIELDS, SR.	621 Buckingham Drive Oviedo, FL 32765

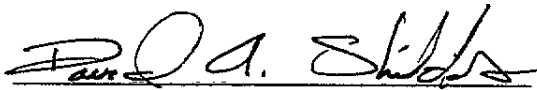
DAVID A. SHIELDS

621 Buckingham Drive
Oviedo, FL 32765

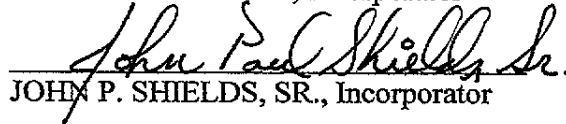
ARTICLE VIII

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribed to or acquire shares.

The undersigned incorporators have executed these Articles of Incorporation this 23 day of April, 2002.



DAVID A. SHIELDS, Incorporator



JOHN P. SHIELDS, SR., Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 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: ALL AMERICAN CONTRACTING INC.
2. The name and address of the registered agent and office is:

GREGORY P. SHIELDS, 621 Buckingham Drive, Oviedo, FL 32765,

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.

Executed this 23 day of April, 2002.



GREGORY P. SHIELDS

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SECRETARY OF STATE
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