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LAW OFFICES

SNED, PRUITT & TUCKER

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

3030 S. DIXIE HIGHWAY, SUITE 5

WEST PALM BEACH, FLORIDA 38405 TELEPHONE (561) 655-8631

TELECOPIER (561) 655-8631 TELECOPIER (561) 655-1640

May 9, 2003

MAILING ADDRESS POST OFFICE BOX 3746 WEST PALM BEACH, FLORIDA 33402

Corporate Records Bureau Department of State P. O. Box 6327 Tallahassee, Florida 32301

Re: Ramirez Builders Inc.

Gentlemen:

PRUITT & PRUITT, P.A. WILLIAM E. PRUITT*

WILLIAM H. PRUITT

SNED & TUCKER, P.A.

WILLIAM H. SNED, JR. JOAN B. TUCKER

*BOARD CERTIFIED CIVIL TRIAL LAWYER

Enclosed herewith please find an original and one copy of the Articles of Incorporation for Ramirez Builders Inc.

Also, enclosed please find our check no. 11883 in the amount of \$78.75 to cover the cost of charter, filing registered agent fee and one (1) certified copy.

We trust you will find the enclosed documents in order and your assistance in this matter is greatly appreciated.

Sincerely,

PRUITT & PRUITT, P.A.

William E. Pruitt

WEP/cs Enclosures

ARTICLES OF INCORPORATION

OF

RAMIREZ BUILDERS INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is RAMIREZ BUILDERS INC.

ARTICLE II - TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which the corporation is organized is:

To purchase, lease, hold, sell, build and otherwise develop land and real estate interests and to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITOL STOCK

- 1. The corporation is authorized to issue only one class of stock, and all issued stock shall be held record by not more than ten persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.
- 2. The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000). Such shares shall be

SECRETARSSEE, FLORIDA TALLAHASSEE, FLORIDA 13 M 9: 56 of a single class, and shall have a par value of One (\$1.00) Dollar per share.

3. No preferences, limitations or relative rights, other than those provided by law, shall exist in respect of any of the shares of the corporation or any of the holders thereof.

ARTICLE V - SUBCHAPTER S CORPORATION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will elect to be taxed as a Subchapter S corporation.

ARTICLE VI - REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is 1111 Hypoluxo Road, Lantana, Florida 33462, and the name of its initial registered agent at such address is Jose F. Ramirez.

The street address and mailing address for the corporation's principal office is 1111 Hypoluxo Road, Lantana, Florida 33462.

ARTICLE VII - INCORPORATORS

PRESIDENT:

Jose F. Ramirez 1111 Hypoluxo Road Lantana, Florida 33462

SECRETARY/TREASURER Jose F. Ramirez 1111 Hypoluxo Road Lantana, Florida 33462

IN WITNESS WHEREOF, I, the undersigned incorporator and Registered Agent of this corporation, am familiar with and accept the duties and responsibilities as Registered Agent for said corporation, and I have executed these Articles of Incorporation at

West Palm Beach , Palm Beach County, Florida, this 9th day of ______, 2003.

JOSE F. RAMIREZ

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments personally appeared JOSE F. RAMIREZ, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation and that he subscribed to those Articles of Incorporation.

The foregoing instrument was acknowledged before me this

9th day of May , 2003, by JOSE F. RAMIREZ,
who is personally known to me.

Notary Signature

RYL L. STEWART

Printed Notary Name

