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03 MAY 29 PM 2:48

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/4/03

**M.E.P. VALUE ENGINEERING & SUPPLY, INC
C/O MR. EDWARD S. BEST
3340 NORTH 41ST COURT
HOLLYWOOD, FL 33021
TELEPHONE: 305.321.2811**

MAY 23, 2003

**DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314**

**RE: ARTICLES OF INCORPORATION FOR
M.E.P. VALUE ENGINEERING & SUPPLY, INC.**

Dear Sir or Madam:

Enclosed please find an original and 1 copy of Articles of Incorporation for M.E.P. VALUE ENGINEERING & SUPPLY, INC. I am also a money order for \$78.75 along with a postage paid return envelope. Please file these Articles and return to me a certified copy.

Thank you for your attention.

Sincerely,

M.E.P. VALUE ENGINEERING & SUPPLY, INC.

By


EDWARD S. BEST, PRESIDENT

ARTICLES OF INCORPORATION

OF

M.E.P. VALUE ENGINEERING & SUPPLY, INC.

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SECRETARY OF FLORIDA
TALLAHASSEE
03 MAY 29 PM 2:49

I, the undersigned, do submit these Articles for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I

The name of the corporation shall be: M.E.P. VALUE ENGINEERING & SUPPLY, INC. Its business shall be carried out at 3340 N. 41st Court, Hollywood, FL 33021, or at such other points or places in the State of Florida, the United States, or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows:

The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes 607 et seq.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 500 shares of Common Stock at \$1.00 Dollar par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, or services, at a just valuation to be fixed by the Incorporator or by the Director at the meeting called for such purpose.

ARTICLE IV

This Corporation shall begin business with a capital of \$100.00 Dollars and the undersigned incorporator does hereby state that there has already been paid into the Corporation on behalf of the subscriber set forth herein the sum of \$100.00 Dollars.

ARTICLE V

This Corporation shall exist perpetually.

ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors to be fixed by the Bylaws of this Corporation. Directors must be stockholders.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office until the organizational meeting of this Corporation, and until their successors are elected and have qualified are:

Edward S. Best
3340 North 41st Court
Hollywood, FL 33021

ARTICLE VIII

The offices to be held by the above named Directors are as follows:

EDWARD S. BEST - PRESIDENT, SECRETARY and TREASURER

ARTICLE IX

The names of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

| <u>NAME</u> | <u>SHARES</u> | <u>VALUE</u> |
|----------------|---------------|--------------|
| EDWARD S. BEST | 100 | \$100.00 |

ARTICLE X

The name and address of the initial registered agent is:
MARC POSTELNEK, 700 South Ocean Blvd. Suite 301, Boca Raton,
FL 33432.

ARTICLE XI

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as a director or officer of the Corporation, and each person who serves at the request of the Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her being director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him/her as a director or officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him/her in connection with any claim of liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained

restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

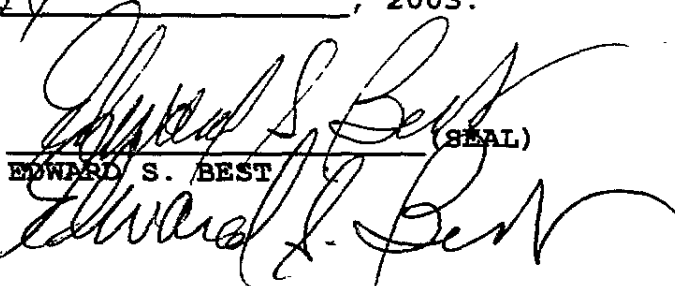
ARTICLE XII

No contract or other transaction between this Corporation and any other firm or corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporations are pecuniarily or otherwise interested in, or are directors or officers of, such other firm or corporation, provided that the fact that he/she is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the Corporation who is also a director or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he/she were not a director or officer of such other corporation or not so interested.

ARTICLE XVI

The provisions of this Charter, and each and every article and section hereof, and the Bylaws of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association, and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, I have hereunto set our hands and seals this 27th day of may, 2003.


EDWARD S. BEST (SEAL)

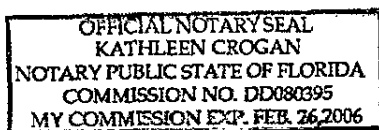
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared EDWARD S. BEST, to me known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforescribed this 27th day of may, 2003.


NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

In pursuance of Chapter 48.091 of the Florida Statutes,
the following is submitted in compliance with said Act:

First, that M.E.P. VALUE ENGINEERING & SUPPLY, INC., a
Florida Corporation qualified to do business under the laws of
this State, with its principal office located at 3340 N. 41st
Court, Hollywood, FL 33021, has appointed MARC POSTELNEK, 700
South Ocean Blvd. Suite 301, Boca Raton, FL 33432.

as its agent to accept service of process within this State.

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provisions of said Act relative to
keeping open said office.



MARC POSTELNEK, REGISTERED AGENT
700 South Ocean Blvd. Suite 700
Boca Raton, FL 33432.
305.962.7111

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