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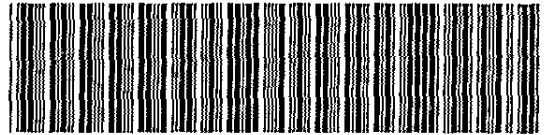
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2003 MAY 30 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07-05703

LAW OFFICES OF
MICHAEL S. DREWS

SAN JOSE PROFESSIONAL CENTER
8823 SAN JOSE BOULEVARD, SUITE 211
JACKSONVILLE, FLORIDA 32217

BOARD CERTIFIED IN
BUSINESS LITIGATION

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June 27, 2003

Florida Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, Florida 32314

Re: C & H Contractors, Inc.

Dear Sir or Madam:

Enclosed are (1) Articles of Incorporation; (2) Certificate of Designation of Registered Agent/Registered Office; and (3) check for \$78.75 as filing fee and to obtain certified copy of the filing.

Very truly yours,



MICHAEL S. DREWS

MSD/kwd
Enclosures - as stated above
cc: Roger Costiloe
Keith Hauch

ARTICLES OF INCORPORATION

OF

C & H CONTRACTORS, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

Name

The name of this corporation is C & H Contractors, Inc.

ARTICLE II.

Duration

The period of duration of the corporation is perpetual.

ARTICLE III.

Nature and Purpose

The nature and purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and the State of Florida including but not limited to construction related activities.

ARTICLE IV.

Powers

The corporation shall have power:

- (A) To have perpetual succession by its corporation name.
- (B) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- (C) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (D) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (E) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (F) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (G) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (H) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of

its property, franchises, and income.

- (I) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (J) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- (K) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (L) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.
- (M) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (N) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- (O) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees or its subsidiaries.
- (P) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (Q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V.

Capital Stock

This corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

ARTICLE VI.

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Law Offices of Michael S. Drews, 8823 San Jose Boulevard, Suite 211, Jacksonville, Florida 32217 and the name of its initial registered agent at such address is Michael S. Drews.

ARTICLE VII.

Directors

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the shareholders, provided that the corporation shall always have at least one director. The names and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified are:

Name

Address

Roger Costiloe

3491 Pall Mall Drive, Suite 205
Jacksonville, Florida 32257

Keith Hauch

3491 Pall Mall Drive, Suite 205
Jacksonville, Florida 32257

ARTICLE VIII.

Incorporators

The name and street address of the incorporators signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Roger Costiloe	3491 Pall Mall Drive, Suite 205 Jacksonville, Florida 32257
Keith Hauch	3491 Pall Mall Drive, Suite 205 Jacksonville, Florida 32257

ARTICLE IX.

Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation.

ARTICLE X.

Indemnification

The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

ARTICLE XI.

Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the

corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE XII.

Removal of Directors

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIII.

Amendment

These articles of incorporation may be amended in the manner provided by law.

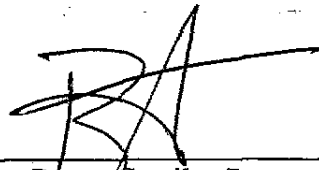
ARTICLE XIV.

Principal Office and Mailing Address

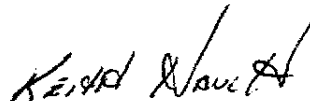
The principal place of business and mailing address of the corporation is :

3491 Pall Mall Drive, Suite 205
Jacksonville, Florida 32257

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation on 6/27, 2003.



Roger Costiloe/Incorporator



Keith Hauch/Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: C & H Contractors, Inc.
2. The name and address of the registered agent and office is:

Michael S. Drews
Law Offices of Michael S. Drews
8823 San Jose Boulevard, Suite 211
Jacksonville, Florida 32217

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


Michael S. Drews/Registered Agent

6/27/03
Date