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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

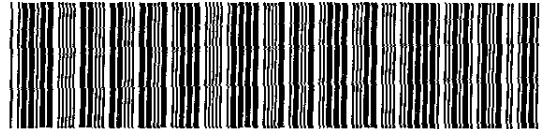
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Palm Beach Gardens, Florida 33410

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Florida Bar Board Certified  
Real Estate Lawyer

October 9, 2003

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: **Russell Gray Construction, LLC**  
**and Russell Gray Construction, Inc.**

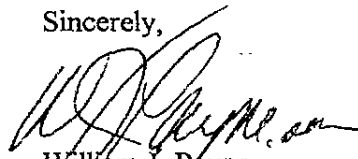
Gentlemen:

Please find enclosed Articles of Dissolution for Russell Gray Construction, LLC and Articles of Incorporation for Russell Gray Construction, Inc., together with a check in the sum of \$95.00 representing the filing fees.

Please file the Articles of Dissolution and then immediately file the Articles of Incorporation. Upon filing of the Articles, please provide my office with a date stamped copy in the enclosed, self-addressed, stamped envelope.

Your attention to this matter is greatly appreciated.

Sincerely,



William J. Payne  
Signed in the absence of  
Mr. Payne to expedite delivery.

WJP/sdh  
Enclosures

ARTICLES OF INCORPORATION  
OF  
RUSSELL GRAY CONSTRUCTION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation ("Corporation") is Russell Gray Construction, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal office of the Corporation is: 50 South U.S. Highway One, Suite 110, Jupiter, FL 33477.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - AUTHORIZED SHARES

Number. The maximum number of shares of capital stock which may be issued by this corporation shall be as follows: FIVE HUNDRED (500) shares of common stock with a par value of ONE and NO/100 DOLLARS (\$1.00) per share which may be paid for in cash or property, real, personal or mixed, or labor or services at a just valuation to be fixed by the Board of Directors.

Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE IV - DURATION

The period of duration of the corporation is perpetual.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of this Corporation is: 50 South U.S. Highway One, Suite 110, Jupiter, FL 33477 and the name of the registered agent at that address is Russell G. Gray.

#### ARTICLE VI - NUMBER OF DIRECTORS

This Corporation shall have one Director initially. The number of Director may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1).

#### ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the persons who shall serve as Director of this Corporation until the first annual meeting of shareholders, or until his or her successor has been elected and qualified is as follows:

Russell G. Gray.

50 South U.S. Highway One, Suite 110  
Jupiter, FL 33477

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing this Certificate of Incorporation is as follows:

Russell G. Gray.

50 South U.S. Highway One, Suite 110  
Jupiter, FL 33477

#### ARTICLE IX - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for money or any property or services of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices and on the terms at which it is offered to others.

#### ARTICLE X - VOTING RIGHTS

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice-President of said Corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.


IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 9th day of October, 2003.

  
Name: RUSSELL G. GRAY

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I hereby certify that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared, RUSSELL G. GRAY, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same and did take an oath.

WITNESS my hand and seal in the county and state last aforesaid this 9<sup>th</sup> day of October, 2003.

  
Notary Public

My Commission Expires:



Sandra D Heck  
My Commission DD166718  
Expires December 13, 2006

**ACCEPTANCE OF REGISTERED AGENT'S DESIGNATION**

Having been named to accept service of process for RUSSELL GRAY CONSTRUCTION, INC., at the place designated in the articles of incorporation and to otherwise act as registered agent for said corporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
Name: RUSSELL G. GRAY

Date: October 9<sup>th</sup>, 2003

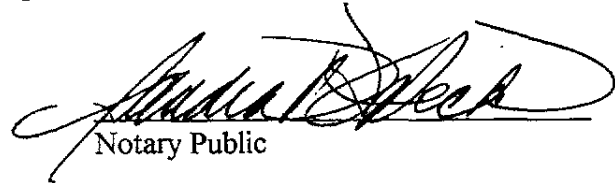
STATE OF FLORIDA  
COUNTY OF PALM BEACH

I hereby certify that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared, RUSSELL G. GRAY, to me personally known to be the person described in and who executed the foregoing Acceptance of Registered Agent, and acknowledged before me that he executed the same and did take an oath.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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WITNESS my hand and seal in the county and state last aforesaid this 9<sup>th</sup> day of October, 2003.

  
Notary Public

My Commission Expires:



Sandra D Heck  
My Commission DD188718  
Expires December 13, 2006