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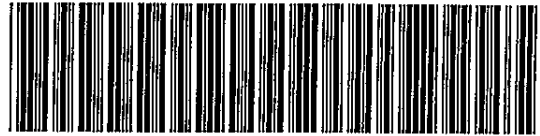
(Business Entity Name)

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CLERK OF STATE
TALLAHASSEE FLORIDA

J. 11/18/03

Law Office of
UPCHURCH & ESPOSITO, P.A.

H. DAVIS UPCHURCH, JR.
also admitted State Bar of Georgia

CHARLES A. ESPOSITO
also admitted New York Bar

BRANDON D. BEARDSLEY

1510 NORTH PONCE DE LEON BOULEVARD

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ELECTRONIC MAIL
U-E@AUG.COM

November 6, 2003

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

Re: Articles of Incorporation for Held Construction, Inc.

FILED
2003 NOV 10 PM 6:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir / Madam:

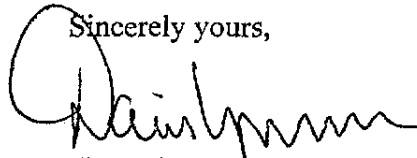
I enclose herewith the *original* and one (1) copy of the Articles of Incorporation of the above-named newly formed corporation.

You will note that Article XI of the Articles of Incorporation sets out the name and address of the Registered Agent of the corporation.

Also enclosed is my check payable to the Secretary of State in the amount of \$78.75 to cover the charges for filing the Articles.

Should you have any questions, please do not hesitate to contact my office.

Sincerely yours,



H. Davis Upchurch, Jr.

Enclosures
HDU,JR/rhb
cc: Lorelie D. Held

This instrument was prepared by:
H. Davis Upchurch Jr., Esq.
Upchurch & Esposito P.A.
1510 N. Ponce de Leon Blvd.
St. Augustine, Florida 32085
Telephone (904) 825-1990

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2003 NOV 10 PM 6:08

SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE

11/16/03

**ARTICLES OF INCORPORATION
OF
HELD CONSTRUCTION, INC.**

The undersigned natural person, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes Chapter 607, does hereby adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is HELD CONSTRUCTION, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is residential and commercial construction and any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Shares of Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock at par value of one dollar (\$1.00) per share.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than five hundred dollars (\$500.00).

ARTICLE V

Effective Date

The effective date of incorporation shall be November 6, 2003.

ARTICLE VI
Term of Existence

This corporation is to exist perpetually.

ARTICLE VII
Directors

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws adopted by the shareholders, but shall never be less than two (2) nor more than five (5).

ARTICLE VIII
Initial Directors and Officers

The name and residence and post office address of each member of the first Board of Directors and the officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Lorelie D. Held	2245 C.R. 13 South Elkton, Florida 32033	President/Secretary
Stephen M. Held	2245 C.R. 13 South Elkton, Florida 32033	Vice President

ARTICLE IX
Subscribers

The name and address of the subscriber to these Articles of Incorporation is: LORELIE D. HELD, 2245 C.R. 13 South, Elkton, Florida, 32033.

ARTICLE X
Preemptive Rights

The corporation elects to have the preemptive rights in accordance with its shareholders as defined in Florida Statutes 607.0630, as amended.

ARTICLE XI
Principal Office and Registered Agent


The street address of the principle office of the corporation is 2245 C.R. 13 South, Elkton, Florida, 32033, and the name and address of the registered agent for the service of process is LORELIE D. HELD, 2245 C.R. 13 South, Elkton, Florida, 32033.

ARTICLE XII
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder meeting by a majority of the stock entitled to vote thereon.


ARTICLE XIII
Internal Revenue Service Section 1244

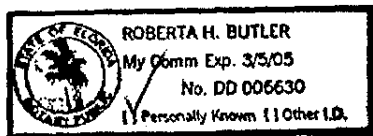
It is deemed desirable that the offer, sale and issuance of shares of common stock be effectuated in such a manner that qualified shareholders may receive the benefits of Section 1244 of the Internal Revenue Code. This corporation is a small business corporation as defined in Section 1244 (c)(2) of the Internal Revenue Code.


LORELIE D. HELD
Subscriber

STATE OF FLORIDA
COUNTY OF SAINT JOHNS

The foregoing instrument was acknowledged before me this 6th day of November, 2003, by LORELIE D. HELD. Such person(s) did not take an oath and ☒ is/are personally known to me; _____ produced a current Florida driver's license as identification; _____ produced _____ as identification.


Notary Public Signature



Name of Notary
My commission expires:
{Seal}

**Designation of Registered Office
and Registered Agent**

Pursuant to the provisions of Sec. 607.0501 Fla.Stat., as amended, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent for service of process in the State of Florida.

1. The name of the corporation is HELD CONSTRUCTION, INC.
2. The name and address of the registered agent and office is: LORELIE D. HELD, 2245 C. R. 13 South, Elkton, Florida, 32033.

Having been named as Registered Agent for the service of process for the above name corporation at the above stated address, I hereby accept the appointment and agree to faithfully perform my duties. I further agree to comply with the provisions of all Florida Statutes relating to the proper and complete performance of my duties, and I am familiar with, and accept, the obligations as Registered Agent.


LORELEI D. HELD

Registered Agent

November 6th, 2003

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TALLAHASSEE FLORIDA