

Florida Department of State
Division of Corporations
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TALLAHASSEE FLORIDA
DIVISION OF STATE

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FLORIDA PROFIT CORPORATION OR P.A.

BIG ED CONSTRUCTION, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
BIG ED CONSTRUCTION, INC., a Florida corporation**

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be **BIG ED CONSTRUCTION, INC., a Florida corporation.**

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 1459 Falmouth Avenue, Deltona, Florida 32725.

ARTICLE IV - PURPOSE

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

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$10.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the

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Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 1459 Falmouth Avenue, Deltona, Florida 32746.

The name of the initial registered agent of this corporation at that address shall be
EDWARD S. BOSS

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Edward S. Boss	1459 Falmouth Ave. Deltona, Florida 32725	D/Pres.
Michael S. Youther	3072 Waynewright St. Deltona, Florida 32725	D/VP
Richard C. Place	206 Woodmere Blvd. Sanford, Florida 32773	D/Sec & Treas

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ARTICLE VIII - INCORPORATOR

The following is the name and street address of the Incorporator to these Articles of Incorporation:

EDWARD S. BOSS
1459 Falmouth Avenue
Deltona, Florida 32725

ARTICLE IX - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock 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 the issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.


ARTICLE X - BUY-SELL AGREEMENT

The stock to be issued by this corporation shall be subject to a buy-sell agreement whereby each stockholder shall have the right of first refusal to purchase his pro rata share of any stock to be sold by an existing stockholder.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of November, 2003.

 (SEAL)
EDWARD S. BOSS
Incorporator

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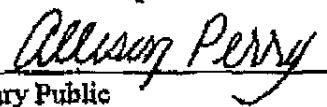
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STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared **EDWARD S. BOSS**, to me personally known or provided N/A as identification, to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 22nd day of November, 2003.

(SEAL)



Notary Public
My commission expires:



Allison Perry
My Commission DD236528
Expires July 29, 2007

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**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

CLERK OF STATE
TALLAHASSEE FLORIDA

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, **BIG ED CONSTRUCTION, INC.** desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Deltona, County of Volusia, State of Florida, has named as its Registered Agent, **EDWARD S. BOSS**, City of Deltona, County of Volusia, State of Florida, to accept service of process within this State.

ACKNOWLEDGMENT

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.


EDWARD S. BOSS

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