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# LARRY P. STUDER

MAILING: POST OFFICE BOX 351 ORLANDO, FLORIDA 32802-0351 ATTORNEY AT LAW
HILLCREST PLAZA
1516 EAST HILLCREST STREET, SUITE 204
ORLANDO, FLORIDA 32803

PHONE: (407) 894-9009 FAX: (407) 898-8993

January 5, 2004

TRANSMITTAL LETTER

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

SUBJECT: DENNIS WILLIAMS FENCING, INC.

Enclosed are an original and one (1) copy of the articles of incorporation, a certificate of designation of registered agent, and a check for \$78.75, for Filing Fee and Certificate of Status.

FROM:

Larry P. Studer, Esquire

1516 Hillcrest Street, Suite 204

Orlando, Florida 32803

(407) 894-9009

As attorney for incorporator

# ARTICLES OF INCORPORATION

OF



# DENNIS WILLIAMS FENCING, INC.

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 shall be DENNIS WILLIAMS FENCING, INC.

#### ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

#### ARTICLE III - PURPOSE AND POWERS

- 3.1 The purpose for which the corporation is organized is to engage in any activity which may promote the interests of the corporation or enhance the value of its property, to the fullest extent permitted by law. The corporation is authorized to conduct its business and carry out that purpose in any state, territory, district, or possession of the United States or in any foreign country, to the extent not forbidden by law.
- 3.2 The corporation shall have all the powers granted to business corporations under the laws of the State of Florida, except such powers as are inconsistent with the express provisions of these Articles of Incorporation.

#### ARTICLE IV — CAPITAL STOCK

The corporation shall have authority to issue 1,000 shares of stock with a par value of \$1.00 per share. Such shares shall be of a single class of common stock.

#### ARTICLE V --- PREEMPTIVE RIGHTS

Each holder of shares in this corporation shall have the first right to purchase shares (and securities convertible into shares) of this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the issue of shares and inviting him to exercise his preemptive rights. The foregoing provision shall be noted conspicuously on the front of all certificates representing shares of the corporation.

#### ARTICLE VI — REGULATION OF CORPORATION'S INTERNAL AFFAIRS

- 6.1 Meetings of the shareholders and directors of this corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the bylaws or by resolution of the board of directors.
- 6.2 The initial bylaws of this corporation shall be adopted by its board of directors. The power to amend or repeal the bylaws or to adopt a new set of bylaws shall be in the shareholders, and the affirmative vote of the holders of a majority of the shares outstanding shall be necessary to exercise that power. The bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the laws of the State of Florida and these articles of incorporation.

#### ARTICLE VII — DIRECTORS

- 7.1 The management of the corporation shall be vested in a board of directors which shall consist of not less than one (1) and not more than three (3) directors. Within these limits, the number of directors may be increased or decreased from time to time in the manner provided in the bylaws. The directors shall be elected in the manner provided in the bylaws. Nothing in this Article shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.
- 7.2 The initial board of directors shall consist of one (1) director. The names and street addresses of the initial members of the board are Dennis A. Williams, 2226 Strausbourg Court, Orlando, Florida 32808.

#### ARTICLE VIII — INCORPORATORS

The name and address of the incorporator is Dennis A. Williams, 2226 Strausbourg Court, Orlando, Florida 32808.

#### ARTICLE IX — PRINCIPAL OFFICE

The street address of the initial principal office and the mailing address of the corporation is 2226 Strausbourg Court, Orlando, Florida 32808.

#### ARTICLE X — REGISTERED AGENT

The name and Florida street address of the registered agent is Dennis A. Williams, 2226 Strausbourg Court, Orlando, Florida 32808.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of this corporation, executes these articles of incorporation at Orlando, Florida, on this  $\zeta$  day of January, 2004.

Dennis A. Williams

### CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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: DENNIS WILLIAMS FENCING, INC.
- 2. The name and address of the registered agent and office is:

NAME

**ADDRESS** 

Dennis A. Williams

2226 Strausbourg Court, Orlando, Florida 32808

Incorporator

DENNIS WILLIAMS FENCING, INC.

January 5, 2004

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATE: January 5, 2004