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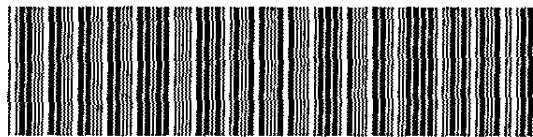
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03/23/04--01071--003 **78.75

FILED
04 MAR 23 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE LAW OFFICE OF
RAY E. THOMAS, JR., P.A.

3259 West Bryant Street
Post Office Box 39
Bell, Florida 32619

(352) 463-0077 (Office)
(352) 463-0090 (Fax)

March 18, 2004

Florida Department of State
Division of Corporations
Post Office 6327
Tallahassee, Florida 32314

Re: Kingsley Construction, *Inc.*

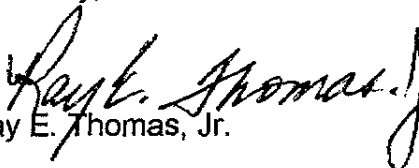
Dear Sir or Madam,

Please find enclosed the following items:

Articles of Incorporation of Kingsley Construction
Certificate of Designation of Resident Agent and Acceptance

Also find enclosed a check made payable to Florida Department of State Division of Corporations in the amount of \$78.75 for the recording of the above documents. If there are any problems please contact me at (352) 463-0077.

Sincerely,


Ray E. Thomas, Jr.

RETjr/js
Enclosures

ARTICLES OF INCORPORATION
of

Kingsley Construction, Inc.

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ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is **Kingsley Construction** and its principal place of business shall be located at **4310 N. U.S. Hwy 129, Bell, Florida 32619.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of common stock at **TWO DOLLARS (\$2.00)** par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **4310 N. U.S. Hwy 129, Bell, Florida 32619** and the name of the initial registered agent of this corporation is at that address is **Ronald Merritt Kingsley, II.**

ARTICLE VII - DIRECTORS

Initially, this corporation shall have one (1) Director who shall serve until

his successors shall be elected/appointed/eliminated at the first meeting of the stockholders. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Robert Merritt Kingsley, II	4310 N. U.S. Hwy 129 Bell, Florida 32619

ARTICLE VIII - OFFICERS

The name and address of the initial officers of the corporation, who shall serve until his/her successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
President/: Ronald Merritt Kingsley, II	4310 N. U.S. Hwy 129
Secretary	Bell, Florida 32619

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Ronald Merritt Kingsley, II	4310 N. U.S. Hwy 129
	Bell, Florida 32619

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his/her duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: March 18, 2004

By Ronald Merritt Kingsley, II
Ronald Merritt Kingsley, II
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that **Kingsley Construction, Inc.**, desiring to organize or qualify under the laws of the State of Florida, has named **Ronald Merritt Kingsley, II**, located at **4310 N. U.S. Hwy 129, Bell, Florida 32619**, as its agent to accept service of process within Florida.

Dated: March 18, 2004

By Ronald Merritt Kingsley, II
Ronald Merritt Kingsley, II
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

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 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.

Dated: March 18, 2004

By Ronald Merritt Kingsley, II
Ronald Merritt Kingsley, II
Registered Agent