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# MACKEY LAW GROUP, P.A.

Peter J. Mackey
Board Certified in Business Litigation
Also Admitted in New York
Catherine Z. Mackey

Robert A. Hoonhout Also Admitted in New Jersey Matthew B. Taylor

Matthew B. Taylor Paul F. Grondahl 1402 Third Avenue West Bradenton, FL 34205

Telephone: (941) 746-6225 Facsimile: (941) 748-6584 Reply To: Post Office Box 9528 Bradenton, FL 34206-9528 E-mail: mackeylaw.com

April 13, 2004

Department of State Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

Re: West Coast Building Consultants, Inc.

Dear Sirs:

Enclosed is an original and one (1) copy of the articles of incorporation, certificate of designation and bylaws for West Coast Building Consultants, Inc. Also enclosed is our check in the amount of \$78.75 representing the filing fee and fee for the return of a certified copy/certificate. Please issue a letter of acknowledgement upon filing. Once these have been filed, please return the certified copy to us.

Thank you for your time and attention to this matter.

Sincerely,

MACKEY LAW GROUP, P.A.

PJM/sk Enclosures

# Articles of Incorporation of West Coast Building Consultants, Inc.

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

# Article I

The name of the corporation is West Coast Building Consultants, Inc.

## Article II

The period of duration of the corporation is perpetual.

# Article III

The corporation is organized to engage in the rendering of construction consultations and all allied purposes and/or any other business permitted by Florida business statutes and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental or connected with said purposes that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

## Article IV

<u>Authorized Shares.</u> The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of Capital Stock with no par value.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

#### <u>Article V</u>

The initial street address in Florida of the initial registered office of the corporation is 1201 6<sup>th</sup> Avenue West, Suite 212, Bradenton, FL 34205, and the name of the initial registered agent at such address is William E. Carlin.

#### Article VI

The initial board of directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the corporation.

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#### Article VII

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until a successor shall have been elected and qualified are:

<u>Name</u>	Number & Street	City, State & Zip Code
William E. Carlin	1201 6 <sup>th</sup> Avenue West, Suite 212	Bradenton, FL 34205
Nancy J. Carlin	1201 6 <sup>th</sup> Avenue West, Suite 212	Bradenton, FL 34205

#### **Article VIII**

The name and address of the initial incorporator is as follows:

#### Article IX

An affirmative vote of a majority of the outstanding shares of the corporation shall be required for any shareholder action.

#### Article X

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholders meeting, upon the unanimous affirmative vote of all the shareholders.

#### Article XI

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for (money, or any property or services) from time to time. The preemptive right of any shareholder shall be equal to the ratio that shareholder's issued shares of common stock held bears to the total number of shares of common stock then issued and outstanding.

#### Article XII

The address of the principal office of the corporation is 1201 6<sup>th</sup> Avenue West, Suite 212, Bradenton, FL 34205.

# Article XIII

The shareholders shall not be personally liable for the debts of the corporation.

II	<b>WITNESS</b>	WHEREOF, t	he un	dersigned	has	made	and	subscribed	of these	articles	s of
incorpora	tion at the law	office of Macke	y Law	Group, P.	A., 1	402 Tl	nird A	Avenue Wes	it, Bradeni	ton, Flor	ida,
on April	, 2004.			_							

William E. Carlin

# Certificate of Designation Registered Agent/Registered Office

Pursuant to the provisions of Section 608.415, Florida Statutes (2004), West Coast Building Consultants, Inc., a Florida corporation organized under the laws of the State of Florida, submits the following statements designating the registered agent and his Florida office:

- 1. The name of the corporation is: West Coast Building Consultants, Inc.
- 2. The name and address of the registered agent and office is:

Name:

William E. Carlin

Address:

1201 6th Avenue West, Suite 212, Bradenton, FL 34205

Having been named as registered agent and to accept service of process for the above state limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and 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: April /3, 2004.