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# JOHN H. RAINS III, P.A. ATTORNEYS AT LAW

501 East Kennedy Boulevard • Suite 750 • Tampa, Florida 33602-5257

(813) 221-2777 • Fax (813) 221-3737 • www.johnrains.com

JOHN H. RAINS III MARY JO KUUSELA

May 20, 2004

Via Federal Express Tracking No. 7901 5396 1629

Department of State Division of Corporations Corporate Filings 409 East Gaines Street Tallahassee, FL 32399

Re: Advanced Contracting Services, Inc.

Dear Sir/Madam:

Enclosed is an original of executed Articles of Incorporation for the above entity. Also enclosed is a check payable to Florida Department of State in the amount of \$78.75 for the filing fee, including a certified copy of the Articles.

Please contact the undersigned if there are any questions.

Sincerely, Sondi aller

Sandra S. Albee Legal Assistant to John H. Rains, III

Enc.

cc: Robert Whitney (w/enc.)

#### ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act and in compliance with Chapter 607 and or Chapter 621, F.S., hereby adopt the following Articles of Incorporation.

## ARTICLE 1-NAME

The name of the corporation shall be: Advanced Contracting Services, Inc.

#### ARTICLE II - PRINCIPAL OFFICE

The principal place of business/mailing address is:

2052 59th Way North Clearwater, FL 33760

## ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to provide contracting services.

#### ARTICLE IV - SHARES

The number of shares of stock is 1000.

#### ARTICLE V - REGISTERED AGENT

The name and Florida street address of the registered agent is:

John H. Rains, III, Esquire John H. Rains III, P.A. 501 East Kennedy Boulevard Suite 750 Tampa, FL 33602-5257

## ARTICLE VI-INCORPORATORS

The names and addresses of the incorporator is:

Robert Whitney 2052 59th Way North Clearwater, FL 33760 05 MAY 21 MH 8: 46
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## ARTICLE VII - POWERS

The corporation shall have power to do all things necessary or convenient to carry out its business and affairs, including without limitation power:

- To sue and be sued, complain, and defend in its corporate name;
- 2. To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- 3. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- 4. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
- 5. To lend money to, and use its credit to assist, its officers and employees in accordance with s. 607.0833;
- 6. To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- 7. To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;
- 8. To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- 9. To conduct its business, locate offices, and exercise the powers granted by this act within or without this state;

- 10. To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit:
- 11. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- 12. To make donations for the public welfare or for charitable, scientific, or educational purposes;
  - 13. To transact any lawful business that will aid governmental policy;
- 14. To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
- 15. To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.
- 16. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and
- 17. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

  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

Signature/Registered Agent

Signature/Incorporator

Date

Date