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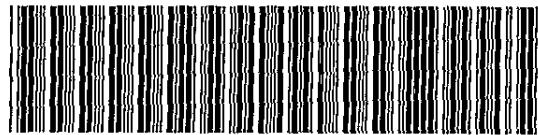
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SECRETARY OF STATE  
MASSACHUSETTS, MASS.

FILED

9/21/04  
MASS.

**GATLIN & BIRCH, P.A.**  
ATTORNEYS AT LAW

C. ELMON GATLIN  
DEAN W. BIRCH

OF COUNSEL:  
DAVID M. GEORGE

620 TWIGGS STREET  
TAMPA, FLORIDA 33602

TELEPHONE (813) 229-8561  
FAX (813) 229-0422

September 20, 2004

Department of State  
Division of Corporations  
Old Jail  
409 E. Gaines St.  
Tallahassee, FL 32301

**VIA FEDERAL EXPRESS**  
**AIRBILL NO.: 8467 1697 1308**

Re: Incorporation of Optimum Builders, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation of Optimum Builders, Inc., along with a check in the amount of \$78.75. The check is to cover the following costs:

-Filing fee	\$35.00
-Certificate of registered agent	\$35.00
-Certified copy of Articles	\$ 8.75

Please process the enclosed articles as soon as possible. If you have any questions, please feel free to contact our office.

Sincerely yours,

GATLIN & BIRCH, P.A.

  
DEAN W. BIRCH, ESQUIRE

DWB/pkc  
Enclosures  
cc: Mr. Robert Knighton - (without enclosures)

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ARTICLES OF INCORPORATION

OF

OPTIMUM BUILDERS, INC.

FILED

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SECRETARY OF STATE  
FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the corporation is Optimum Builders, Inc.

ARTICLE 2 - CORPORATE COMMENCEMENT AND DURATION

The corporation shall have perpetual existence commencing on the date of execution of these Articles of Incorporation by the incorporator(s).

ARTICLE 3 - PURPOSE

This corporation is organized to transact any and all lawful business for which corporations may be incorporated.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

ARTICLE 5 - REGISTERED OFFICE AND AGENT

That the name of the corporation's initial registered agent is Robert A. Knighton, and the initial street address of the corporation's registered agent is 13968 W. Hillsborough Ave., Tampa, FL 33625.

ARTICLE 6 - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one (1). The number of directors shall be fixed by the Bylaws of this corporation and may be changed from time to time, but shall never be less than one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME:

Robert A. Knighton

ADDRESS:

13968 W. Hillsborough Ave.  
Tampa, FL 33625.

The directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at which a quorum is present.

#### ARTICLE 7 - PRINCIPAL OFFICE

The principal office of the corporation, for the time being and until changed, is 13968 W. Hillsborough Ave., Tampa, FL 33625.

#### ARTICLE 8 - INCORPORATORS

The name and address of each incorporator is:

NAME:

Robert A. Knighton

ADDRESS:

13968 W. Hillsborough Ave.  
Tampa, FL 33625.

#### ARTICLE 9 - SHAREHOLDER QUORUM AND VOTING

The presence, at any shareholders meeting, in person or by proxy, of persons entitled to vote a majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business. If a quorum is present, the affirmative vote of a majority of the outstanding shares of the corporation or shares represented at a meeting at which a quorum is present is required to constitute any act or decision of the shareholders. Except as may be otherwise provided in these Articles of Incorporation or by F.S. §607.0721, each outstanding share of stock is entitled to one (1) vote on each matter submitted to the shareholders for a vote.

#### ARTICLE 10 - BOARD OF DIRECTORS QUORUM AND VOTING

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present is required to constitute any act or decision of the Board of Directors.

#### ARTICLE 11 - RIGHT TO REDEEM

The corporation has the right to redeem its shares at the price, and subject to the terms and conditions, contained in any stock purchase agreement entered into by the corporation.

### **ARTICLE 12 - COMPENSATION OF OFFICERS**

The Board of Directors shall have the authority to determine and set the compensation of all of the officers of the corporation, including the salaries of those officers who are also members of the Board of Directors, and no director shall be disqualified from voting on such compensation by virtue of also being an officer of the corporation.

**IN WITNESS WHEREOF**, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation on this 20 day of September, 2004.



**ROBERT A. KNIGHTON - INCORPORATOR**

### **REGISTERED AGENT ACCEPTANCE**

I, the undersigned, hereby acknowledge that I am familiar with and accept the duties, obligations and responsibilities as registered agent for this corporation.



**ROBERT A. KNIGHTON - REGISTERED AGENT**

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