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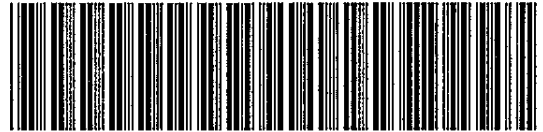
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ROBERT M. JOCKERS P.A.

Attorney at Law

Robert M. Jockers P.A.

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St. Petersburg, FL 33710  
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E-mail RJESQ44@aol.com

February 25, 2005

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

Re: Articles of Incorporation

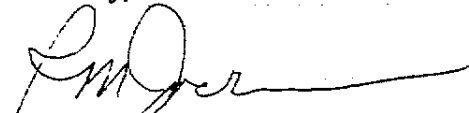
Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation and a check for the following:

PAUL CORSI, INC.  
DENNIS DeROUIN, INC.  
WILSON DIAZ, INC.  
MICHAEL FITZGERALD CONSTRUCTION, INC.  
TOM GENTRY, INC.  
JORGE LAURENCIO, INC.  
MICHAEL A. LONG CONSTRUCTION, INC.  
THOMAS MURPHY CONSTRUCTION, INC.  
ROBERTO OROPESA, INC.  
GIOUANNI RAMIREZ, INC.  
CRISTIAN SCHEFER, INC.  
SHAWN SCHOMACKER, INC.  
RICHARD L. SIMMONS CONSTRUCTION, INC.  
JOSEPH ST. ROSE, INC.  
DANIEL SAPUPPO, INC.

Please return filed copies of articles to the above address. If you have any questions, please contact my office.

Sincerely,



Robert M. Jockers, Esq.

RMJ/km  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
RICHARD L. SIMMONS CONSTRUCTION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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**ARTICLE I. NAME**

The name of this corporation shall be Richard L. Simmons Construction, Inc.

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State of Florida. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of cable installation engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 100 par value shares of common capital stock.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

## **ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy  
Of Which Is On File At This Corporation's Principal Office."

## **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: Richard L. Simmons, 2003 Holloway Road, Plant City, Florida 33567.

## **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 2003 Holloway Road, Plant City, Florida 33567.

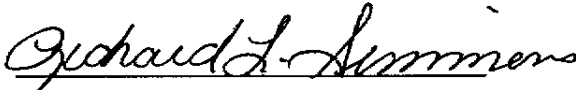
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Richard L. Simmons.

**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator are: Richard L. Simmons, 2003 Holloway Road, Plant City, Florida 33567.

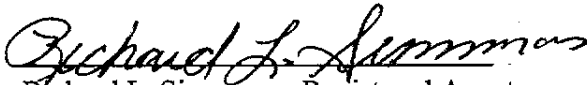
**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Richard L. Simmons - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Richard L. Simmons Construction, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Richard L. Simmons Construction, Inc.



Richard L. Simmons - Registered Agent

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TALLAHASSEE, FLORIDA

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