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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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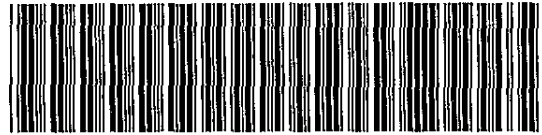
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03/28/05--01046--002 **78.75

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05 MAR 28 PM 3:00

CLERK OF DISTRICT COURT
JULIA L. REED, CLERK

J. Shivers MAR 31 2005

LAW OFFICES
JOHN J. KABBOORD, JR.

A PROFESSIONAL ASSOCIATION

TELEPHONE (321) 799-3388

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Email: john@kabboord.com

Website: <http://www.kabboord.com>

SUITE 801
1980 N. ATLANTIC AVENUE
COCOA BEACH, FLORIDA 32931

OF COUNSEL
F. PALMER WILLIAMS

March 21, 2005

Secretary of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for
M. Fellows Construction, Inc.

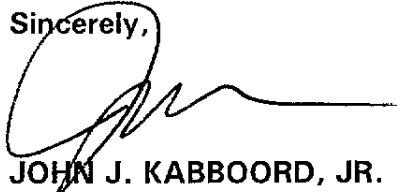
Dear Sir/Madam:

Enclosed please find original and copy of executed Articles of Incorporation for filing, together with check in the amount of \$78.75 to cover the necessary filing fees as follows:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Designation Registered Agent	<u>\$ 35.00</u>
TOTAL:	\$ 78.75

Your expedited assistance in filing these Articles is appreciated, and should you have any questions, please do not hesitate to contact this office.

Sincerely,



JOHN J. KABBOORD, JR.

JJKjr:kr
Enclosures

C:\MyDoc\Corporations\FilingArticlesCoverLetter(MFellowsConstrInc.)

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05 MAR 28 PM 3:00
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
M. FELLOWS CONSTRUCTION, INC.

ARTICLE I
NAME

The name of this corporation is M. Fellows Construction, Inc..

ARTICLE II
DURATION

This corporation shall have a perpetual existence commencing upon the filing hereof as provided by Florida Statutes, of these Articles of Incorporation by the Department of State.

ARTICLE III
PURPOSE

The nature of the business or purposes to be conducted or promoted are to engage in the business of contracting for construction, buying, selling and developing real property and doing all activities incidental thereto and associated therewith, and to transact any or all lawful activities or businesses permitted under the laws of the United States and the State of Florida, or any other state, county, or nation.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

A handwritten signature in black ink, consisting of a large, stylized 'A' shape with a horizontal line across the middle and a vertical line extending downwards from the center.

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05 MAR 29 PM 3:00
DEPT. OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, 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 VII
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address and the address of the initial registered principal office of this corporation is 130 S. Marjorie Court, Merritt Island, Florida 32952, and the name of the initial registered agent of this corporation is Mark D. Fellows, and his address is 130 S. Marjorie Court, Merritt Island, FL 32952.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS and OFFICERS**


This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and address of the initial Director of this corporation is:

NAME:

ADDRESS:

Mark D. Fellows

103 S. Marjorie Court
Merritt island, FL 32952



The initial officers of the Corporation are as follows:

NAME:	ADDRESS:	TITLE:
Mark D. Fellows	130 S. Marjorie Court Merritt Island, FL 32952	President Secretary Treasurer

ARTICLE IX INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME:	ADDRESS:
Mark D. Fellows	103 S. Marjorie Court Merritt Island, FL 32952

ARTICLE X BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

A handwritten signature in black ink, appearing to be a stylized 'D' or 'F' with a large loop, located at the bottom right of the page.

**ARTICLE XII
COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

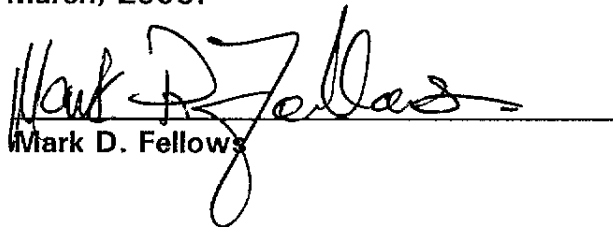
**ARTICLE XII
INDEMNIFICATION**

This corporation shall, to the fullest extent permitted by Florida law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Statute from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Statute, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled to under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such officer, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**ARTICLE XIV
AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of March, 2005.


Mark D. Fellows

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARK D. FELLOWS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation, and produced a Florida driver's license as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 25 day of March, 2005.

My Commission Expires:



NOTARY PUBLIC:

Sign:

Karen Reeves

Print:

KAREN REEVES

State of Florida at Large

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

M. FELLOWS CONSTRUCTION, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Merritt Island, County of Brevard, State of Florida, has named MARK D. FELLOWS as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Mark D. Fellows

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05 MAR 28 PM 3:00
CLERK OF STATE
TALLAHASSEE, FLORIDA