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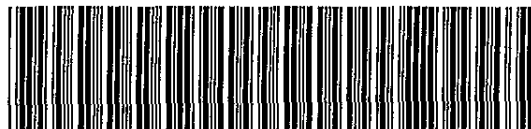
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 MAR 30 P 3:48

FILED

JIM DAVID SHUMAKE
The Nine Hundred Building
900 Sixth Avenue South
Suite 202
Naples, Florida 34102

Attorney at Law
Jim David Shumake

Phone: (239) 643-5858
Fax: (239) 403-2639

March 24, 2005

THE DEPARTMENT OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: WERCHEK DEVELOPMENT SOUTH, INC.
a Florida corporation

Dear Sirs:

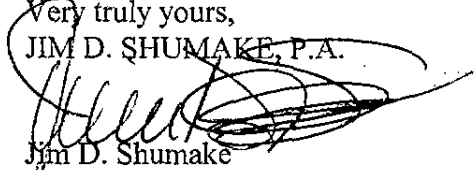
Enclosed herewith for filing and registration, please find the following:

1. Articles of Incorporation.

I also enclose a check in the amount of \$78.75 for the initial filing fee associated with the Articles of Incorporation.

Thank you for registering this corporation and providing me with the appropriate copies requested herein.

Very truly yours,
JIM D. SHUMAKE, P.A.


Jim D. Shumake
Attorney at Law

JDS:dg
Enclosures: (as indicated)

ARTICLES OF INCORPORATION
OF
WERCHEK DEVELOPMENT SOUTH, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporators, being eighteen (18) years of age or more, and desiring to form a Corporation under the laws of the State of Florida, and the Florida Business Corporation Act, does hereby sign, verify and adopt these ARTICLES OF INCORPORATION.

ARTICLE I

NAME

The name of the Corporation shall be **WERCHEK DEVELOPMENT SOUTH, INC.**

ARTICLE II

PERIOD OF DURATION

This Corporation shall exist perpetually unless dissolved according to law and shall commence upon the filing of Articles of Incorporation with the Secretary of State.

ARTICLE III

PURPOSE

The purpose for which this Corporation is organized is to transact any lawful business or businesses for which Corporations may be incorporated and allowed pursuant to the Florida Corporation Act, and shall include construction activities within the State of Florida.

ARTICLE IV

SHARES

The Corporation shall have one class of stock which shall be designated common stock. The aggregate number of shares which this Corporation shall have the authority to

issue is two hundred (200) shares. All shares will have par value of \$1.00 per share. The Corporation, through its Board of Directors, shall have the right to authorize the issuance of additional shares of stock, including issuing different classes of stock.

ARTICLE V

VOTING

Each shareholder shall be entitled to vote on corporate matters with one (1) vote per share of stock owned.

ARTICLE VI

SHARE TRANSFER RESTRICTIONS

The Corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The Board of Directors is hereby authorized on behalf of the Corporation to exercise the Corporation's right to so impose such restrictions.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be at **900 6th Avenue South, Suite 202, Naples, Florida 34102**, and the name of the initial registered agent at such address is **JIM D. SHUMAKE**. The written consent of the initial registered agent to the appointment as such is stated below. Either the registered office or the registered agent may be changed in the manner provided by law.

ARTICLE VIII

INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be at **849 7th Avenue South, #203, Naples, Florida 34102**.

ARTICLE IX

INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial Board of Directors of the Corporation shall consist of two (2) directors, and the name and address of the person who shall serve as directors for the first (1st) year of existence and operation or until his successors are elected and qualified. The initial

Board of Directors and 1st slate of Officers shall be: **KARLA WERCHEK**, Director, President, and Secretary, whose address is **849 7th Avenue South, #203, Naples, Florida 34102**, and **MICHAEL WERCHEK**, Director, Vice-President, and Treasurer whose address is **849 7th Avenue South, #203, Naples, Florida 34102**. The number of directors shall be fixed in accordance with the bylaws.

ARTICLE X

LIMITATION ON DIRECTOR LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director; except that this provision shall not eliminate or limit the liability of a director to the Corporation or to its shareholders for monetary damages otherwise existing for (i) any breach of the director's duty of loyalty to the Corporation or to its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) acts prohibited by the Florida Business Corporation Act. If the Florida Business Corporation Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense, including attorneys' fees, incurred by reason of the fact that he is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, he is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign Corporation or other individual or entity or of an employee benefit plan. The Corporation shall also indemnify any person who is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the shareholders or directors, contract, or otherwise, so long as such provision is legally permissible.

ARTICLE XII

QUORUM OF SHAREHOLDERS MEETING

Except as bylaws adopted by the shareholders may provide for a greater quorum requirement, a majority of the outstanding shares shall constitute a quorum at any meeting

of shareholders. Except as bylaws adopted by the shareholders may provide for a greater voting requirement and except as is otherwise provided by the Florida Business Corporation Act with respect to action on amendment to these Articles of Incorporation, on a plan of merger or share exchange, on the disposition of substantially all of the property of the Corporation, on the granting of consent to the disposition of property by an entity controlled by the Corporation, and on the dissolution of the Corporation, action on a matter other than the election of directors is approved if a quorum exists and if the votes cast favoring the action exceed the votes cast opposing the action. Any bylaw adding, changing, or deleting a greater quorum or voting requirement for shareholders shall meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever are greater.

ARTICLE XIII


INCORPORATOR


The name and address of the incorporators are as follows:

KARLA WERCHEK
849 7th Avenue South, #203, Naples, Florida 34102.

MICHAEL WERCHEK
849 7th Avenue South, # 203, naples, Florida 34102

IN WITNESS WHEREOF, the above named incorporator signed these ARTICLES OF INCORPORATION on this 23 day of MARCH 2005.


KARLA WERCHEK, President, Secretary and
Incorporator


MICHAEL WERCHEK, Vice-President, Treasurer,
and Incorporator

DESIGNATION AND ACCEPTANCE AS REGISTERED AGENT

The undersigned consents to the appointment as the initial registered agent of
WERCHEK DEVELOPMENT SOUTH, INC.



JIM D. SHUMAKE, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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