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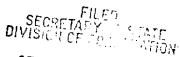
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COVER LETTER

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

SUBJECT: MIC	ALCO CONSTRUCT	ΓΙΟΝ , INC.		
	(PROPOSED CORPORA'	TE NAME – <u>MUST INCL</u>	UDE SUFFIX)	
Enclosed are an orig	ginal and one (1) copy of the artic	cles of incorporation and	l a check for:	
\$70.00 Filing Fee	\$\sqrt{9}\$78.75 Filing Fee & Certificate of Status	\$78.75 Filing Fee & Certified Copy	\$87.50 Filing Fee, Certified Copy & Certificate of Status	
		ADDITIONAL COPY REQUIRED		
		<u> </u>		
FROM: R	ay A Myer	(Printed or typed)		
	5019 Wedgefield Ct	•		
	A	Address		
	Middleburg FL 32068	State & Zip		
		State & Zip		
	904-291-6032	elephone number		
Day time receptions named				

NOTE: Please provide the original and one copy of the articles.



ARTICLES OF INCORPORATION

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OF

MICALCO CONSTRUCTION, INC.

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1- NAME

The name of the Corporation is MICALCO CONSTRUCTION, INC. (hereinafter, "Corporation")

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office and mailing address of this Corporation is 5019 WEDGEFIELD CT MIDDLEBURG, FLORIDA 32068.

ARTICLE 4 – INCORPORATORS

The names and street address of the Incorporators of this Corporation are

Alexander Myer 5019 Wedgefield. Ct Middleburg, FL 32068

ARTICLE 5 - OFFICERS

The officers of this Corporation shall be:

President:

Alexander Myer

Secretary

Alexander Myer

Treasurer

Alexander Myer

ARTICLE 6 – DIRECTORS

The Directors of this Corporation shall be:

Alexander Myer

<u>ARTICLE 7 – CORPORATE CAPITALIZATION</u>

- 7.1 The maximum number of shares that this Corporation is authorized to have Outstanding at any time is **ONE HUNDRED THOUSAND** (100,000) shares of common stock, each share having a par value of **ONE DOLLAR(\$1.00)**.
- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.
- 7.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations if any, as may set forth in the bylaws of the Corporation.
- 7.4 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
- 8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders 'shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable laws of these Articles of Incorporation.

ARTICLE 10 – TERMS OF EXISTANCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the persons in whose names and shares or right are registered on the books of the Corporation as the owners thereto, for all purposes and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or claim to, or interest in, such share or right or part of any other person, whether or not the Corporation shall have notice thereof.

<u>ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT</u>

The initial address of the registered office of this Corporation is 5019 Wedgefield Ct Middleburg, FL 32068 The name and address of the registered agent of this Corporation is Alexander Myer 5019 Wedgefield Ct Middleburg, FL 32068.

<u>ARTICLE 13 – BYLAWS</u>

The Board of Directors of this Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take action for making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State of Florida.

ARTICLE 15 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add provision to these Articles of Incorporation or to any amendment hereto, in any manner hereafter prescribed or permitted by the provisions of any applicable Statutes of the State of Florida. And all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subjected to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledge and file the foregoing Articles of Incorporation under the laws of the State of Florida this 04th. Day of November in the year 2005.

Alexander. Myer Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION.

I Alexander Myer, having been designated as Registered Agent in the above and forgoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 609.0505, Florida Statutes.

Alexander Myer