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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 FEB 20 AM 8:01

**LEE BENTON SAYLER, P.A.**

ATTORNEY AT LAW  
1662-A NORTH U.S. HIGHWAY ONE  
JUPITER, FLORIDA 33469  
(561) 746-7304  
(561) 746-6173 FAX

February 17, 2006

*Via UPS Overnight -Tracking No. 1Z F49 705 22 1000 8847*

Secretary of State  
Division of Corporations  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee, FL 32399

RE: ARTICLES OF INCORPORATION FOR WACHTER CONSTRUCTION &  
WOODWORKS, INC.

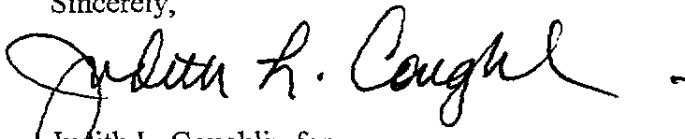
Dear Sir/Madam:

Enclosed are an original and one copy of the articles of incorporation for  
WACHTER CONSTRUCTION & WOODWORKS, INC., along with a check in the  
amount of \$78.75 for filing.

Please return a certified copy of the Articles with the Certificate of Incorporation  
via UPS overnight (pre-addressed airbill and envelope provided).

Thank you for your assistance in this matter.

Sincerely,

  
Judith L. Coughlin for  
Lee B. Sayler

LBS/jlc

Enclosures

**ARTICLES OF INCORPORATION  
OF  
WACHTER CONSTRUCTION & WOODWORKS, INC.**

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**ARTICLE ONE**

The name of the corporation shall be **WACHTER CONSTRUCTION & WOODWORKS, INC.**

**ARTICLE TWO**

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence shall be immediately upon the filing of the Articles of Incorporation with the Secretary of State, Division of Corporations.

**ARTICLE THREE**

The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE FOUR**

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class, voting common, and shall have a par value of Five Dollars (\$5.00) per share.

**ARTICLE FIVE**

The street address of the initial principal and registered office of the corporation is 1414 Cypress Drive, #3, Jupiter, Florida 33469. Mail can also be sent to P. O. Box 1805, Jupiter, Florida 33468. The name of the initial registered agent at such address is **WAYNE G. WACHTER.**

**ARTICLE SIX**

The number of directors constituting the initial board of directors of the corporation is one.

The number of directors may change in accordance with the Bylaws. The names and addresses of the directors are:

Wayne G. Wachter  
1414 Cypress Drive, #3  
Jupiter, Florida 33469  
Mail can also be sent to P. O. Box 1805, Jupiter, Florida 33468.

#### **ARTICLE SEVEN**

The name and address of the incorporator is:

Wayne G. Wachter  
1414 Cypress Drive, #3  
Jupiter, Florida 33469  
Mail can also be sent to P. O. Box 1805, Jupiter, Florida 33468.

#### **ARTICLE EIGHT**

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of any proceeding to which he may be a party or any which he may become involved by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### **ARTICLE NINE**

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the offer price thereof, a pro rata portion of:

(a) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(b) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for the purchase from the corporation any shares of its stock of any class or classes.

Executed by the undersigned at Jupiter, Florida, on the 17 day of FEBRUARY, 2006.

  
WAYNE G. WACHTER

STATE OF FLORIDA  
COUNTY OF PALM BEACH

**I HEREBY CERTIFY** that on this day before me, an officer duly qualified to take acknowledgments, personally appeared, **WAYNE G. WACHTER** to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me, that he executed the same.

**WITNESS** my hand and official seal in the County and State last aforesaid this 17th day of FEBRUARY, 2006.



  
NOTARY PUBLIC  
My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

I hereby accept the foregoing designation as Registered Agent and further state that I am familiar with and accept the obligations provided for in Chapter 607 of the Florida Statutes.

Executed this 17 day of FEBRUARY, 2006.

  
WAYNE G. WACHTER

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