

## Florida Department of State

Division of Corporations  
Public Access System

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## To:

Division of Corporations  
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## From:

Account Name : ROGERS, DEMPSEY AND PALADINO  
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## DOMESTICATION

## GENERAL CONTRACTING (USA) COMPANY

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SECRETARY OF STATE  
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DIVISION OF CORPORATIONS

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**FILED****CERTIFICATE OF DOMESTICATION**

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In accordance with Section 607.1801 of the Florida Statutes, the undersigned, who are the sole directors of GENERAL CONTRACTING (USA) CO LIMITED, a U.K. limited liability company (the "Corporation"), do hereby certify the following:

1. The date on which the Corporation was first formed was July 22, 1997.
2. The jurisdiction where the above named Corporation was first formed, incorporated, or otherwise came into being was the United Kingdom.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was GENERAL CONTRACTING (USA) CO LIMITED.
4. The name of the Corporation as set forth in the Articles of Incorporation to be filed by the Corporation pursuant to Section 607.0202 and 607.0401 of the Florida Statutes with this Certificate of Domestication is GENERAL CONTRACTING (USA) COMPANY.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of this Certificate of Domestication was the United Kingdom.
6. Attached to this Certificate of Domestication are Articles of Incorporation for the Corporation as required by Section 607.1801(2)(b) of the Florida Statutes.

We, CLIFFORD I. UPRIGHT and PATRICIA L. SMITH, who are the sole directors of GENERAL CONTRACTING (USA) CO LTD., a U.K. limited liability company, and who are authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so as of the 20<sup>th</sup> day of March, 2008.

  
CLIFFORD I. UPRIGHT, Director

  
PATRICIA L. SMITH, Director

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**GENERAL CONTRACTING (USA) COMPANY**

**ARTICLE I - NAME**

The name of this corporation is GENERAL CONTRACTING (USA) COMPANY

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation is 660 N.W. Peacock Drive. Port St.  
Lucie, Florida 34986.

**ARTICLE III - DURATION**

This corporation shall exist perpetually commencing as of the date these Articles are filed  
with the Secretary of State's office.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for  
which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE V - CAPITAL STOCK**

This Corporation shall have the authority to issue Five Million Shares (5,000,000) shares of  
common stock having a par value of One and 94/100 Dollars (\$1.94) per share.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6827 North Orange Blossom Trail, Suite 2, Orlando, Florida 32810, and the name of the initial registered agent of this corporation at that address is James Henderson.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two (2) directors 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 addresses of the initial directors of this corporation are:

Clifford I. Upright  
Ridgeway, Atch Lench  
Evesham, Worcestershire  
England WR11 5SP

Patricia L. Smith  
14 Lee Close  
Woodloes Park, Warwickshire  
England CV34 5FF

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify to the fullest extent permitted by Section 607.0850 of the Florida Statutes any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee

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benefit plan of the Corporation. In addition, the corporation shall also pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings.

ARTICLE IX - INCORPORATOR

The names and mailing addresses of the persons signing these Articles of Incorporation are:

Clifford I. Upright  
Ridgeway, Atch Lench  
Evesham, Worcestershire  
England WR11 5SP

Patricia L. Smith  
14 Lee Close  
Woodloes Park, Warwickshire  
England CV34 5FF

IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation this 18<sup>th</sup> day of March, 2008.

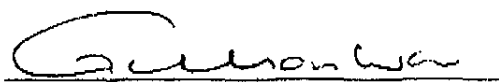
  
CLIFFORD I. UPRIGHT

  
PATRICIA L. SMITH

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COUNTRY OF ENGLAND )  
COUNTY OF WARWICKSHIRE)

The foregoing Articles of Incorporation were subscribed and acknowledged before me this 19<sup>th</sup> day of March, 2008 by CLIFFORD I. UPRIGHT, who ~~is either personally known to me or~~ who has produced his passport as identification.

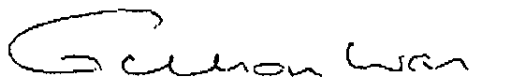
  
Notary Public

My Commission Expires: is for life

Gillian West  
Solicitor & Notary Public  
The Old Pump House  
Clifford Chambers  
Stratford upon Avon  
Warwickshire CV37 8LR

COUNTRY OF ENGLAND )  
COUNTY OF WARWICKSHIRE)

The foregoing Articles of Incorporation were subscribed and acknowledged before me this 10<sup>th</sup> day of March, 2008 by PATRICIA L. SMITH, who ~~is either personally known to me or~~ who has produced her passport as identification.

  
Notary Public

My Commission Expires: is for life

Gillian West  
Solicitor & Notary Public  
The Old Pump House  
Clifford Chambers  
Stratford upon Avon  
Warwickshire CV37 8LR

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

CLERK OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Section 608.415 of the Florida Statutes, GENERAL CONTRACTING (USA) COMPANY, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Port St. Lucie, County of St. Lucie, State of Florida, has named JAMES HENDERSON, whose address is 6827 North Orange Blossom Trail, Suite 2, Orlando, Florida 32810, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

I hereby accept my appointment as the registered agent for the above corporation at the place designated in this certificate. I am familiar with and accept the obligations of my position as registered agent under Chapter 608, Florida Statutes. In accordance with Section 608.408(3) of the Florida Statutes, the execution of this statement constitutes an affirmation under penalties of perjury that the facts stated herein are true to the best of my knowledge and belief.

Dated: March 20, 2008

  
\_\_\_\_\_  
JAMES HENDERSON

WGD/Doc2007/General Contracting (USA) Company -- Articles of Incorporation