

P95000014327

DANIEL RUIZ  
2201D WHITE PINE CIRCLE  
WEST PALM BEACH, FL. 33415

JANUARY 31, 1995

500001399425  
-02/07/95--01072--015  
\*\*\*122.50 \*\*\*122.50

RE: ATLAS CONSTRUCTION CORPORATION ARTICLES

GENTLEMEN:

ENCLOSED PLEASE FIND A CHECK FOR \$122.50 FOR FILING THE ARTICLES OF  
CORPORATION FOR THE ABOVE MENTIONED CORPORATION.

PLEASE FORWARD THE CERTIFICATE TO THE ABOVE ADDRESS.

THANK YOU.

SINCERELY,

  
DANIEL RUIZ

FILED  
1995 FEB 21 AM 9:38  
TALLAHASSEE, FLA

4495-2493  
503  
\$100 2/21/95  
P95-14327



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 9, 1995

DANIEL RUIZ  
2201D WHITE PINE CIRCLE  
WEST PALM BEACH, FL 33415

SUBJECT: ATLAS CONSTRUCTION CORPORATION  
Ref. Number: W95000002993

We have received your document for ATLAS CONSTRUCTION CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton  
Corporate Specialist

Letter Number: 495A00005729

OF  
**ATLAS CONSTRUCTION CORPORATION OF AMERICA**

THE UNDERSIGNED subscribes, each a natural person competent to contract, acting as incorporators of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Statutes of the State of Florida, do hereby, make, subscribe, acknowledge and file the following Article of Incorporation.

**ARTICLE 1**

1.1) NAME: The name of the Corporation is:

**ATLAS CONSTRUCTION CORPORATION OF AMERICA**

**ARTICLE 2**

2.1) PURPOSE: The Corporation may engage in any activity or business permitted under the laws of the United States and of Florida.

**ARTICLE 3**

3.1) NUMBER OF AUTHORIZED SHARES: The aggregate number of shares of capital stock which the Corporation shall have authority to issue is Two Hundred (200) Shares of Common Stock of a par value of One Dollar (1.00) per share.

3.2) PAYMENT OF SHARES: The consideration for the issuance of shares of capital stock of the corporation may be paid, in whole or in part, in money, in other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment of the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable. In the absence of fraud in the transaction, the judgment of the Board of Directors or the Stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

3.3) DIVIDENDS: The holders from time to time of shares of capital stock of the Corporation shall be entitled to receive, when as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities including capital of the Corporation, but not otherwise, dividends payable either in cash, in property or

3.4) TO WHOM SHARE MAY BE SOLD: Any shares of capital stock of any description of the Corporation may be issued, sold or otherwise disposed of by it from time to time to such persons, firms, organizations, associations, corporation or other legal entities, and upon such terms and conditions, as the Board of Directors of the Corporation may from time to time determine.

3.5) PRE-EMPTIVE AND SIMILAR RIGHTS: No holder or owner of any shares of capital stock of the Corporation or other securities of the Corporation, which may be convertible into or evidence the right to acquire shares of capital stock of the Corporation, have any preferential or pre-emptive right whatsoever to purchaser any additional shares of capital stock of the Corporation whether such shares be issued for cash, property, service or otherwise. Without limiting the generality of the foregoing, no holder of any shares of capital stock of the Corporation shall be upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, have any right to purchase his prorata share thereof at the price at which it is offered to others.

#### ARTICLE 4

4.1) INITIAL CAPITAL: The amount of capital with which the Corporation will begin business shall not be less than \$500.00.

#### ARTICLE 5

5.1) The Corporation is to have perpetual existence. The existence of the Corporation shall commence when these Articles of Incorporation have been filed with the Department of State, State of Florida, and are approved by it.

#### ARTICLE 6

6.1) ADDRESS: The Street address of the principal office of the Corporation in the State of Florida is

**2201D WHITE PINE CIRCLE, WEST PALM BEACH, FL 33415**

The Board of Directors may from time to time move the principal office to any other address in Florida.

resident agent of the Corporation upon whom service of process may be served is DANIEL RUIZ 2201D WHITE PINE CIRCLE, WEST PALM BEACH, FL 33415 , until and unless changed as prescribed by law.

#### ARTICLE 7

7.1) INITIAL BOARD OF DIRECTORS: The first Board of Directors of the Corporation shall consist of one member who need be a resident of the State of Florida or a stockholder of the Corporation. The first Board of Directors shall hold the organizational meeting of the Corporation.

7.2) NAMES AND ADDRESSES: The names and street addresses of the members of the first Board of Directors, who shall hold office until the first annual meeting of the stockholders or until their successors shall have been elected or appointed and have qualified are:

NAME

ADDRESS

DANIEL RUIZ 2201D WHITE PINE CIRCLE, WEST PALM BEACH ,FL 33415

7.3) INCREASE OR DECREASE OF DIRECTORS: The number of directors may be increased or decreased from time to time by amendment of the By-Laws, but no decrease shall (a) have the effect of shortening the term of any incumbent directors, or (b) reduce the number of directors to less than one.

#### ARTICLE 8

8.1) INCORPORATORS: The name and street address of each person signing these Articles of Incorporation as an incorporator are:

NAME

ADDRESS

DANIEL RUIZ 2201D WHITE PINE CIRCLE, WEST PALM BEACH ,FL 33415

9.1) MEETINGS OF STOCKHOLDERS: Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Florida, as may be provided by the By-Laws. In the absence of any such provisions, all meetings shall be held at the principal office of the Corporation.

9.2) MEETINGS OF DIRECTORS: Meetings of the Board of Directors of the Corporation, annual, regular or special, may be held either within or without the State of Florida.

9.3) BY-LAWS: The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws, or to adopt new By-Laws shall be vested in the Board of Directors. The By-Laws contain any provision for the regulation, management and government of the business affairs and property of the Corporation not inconsistent with the Florida Statutes or other laws or these Articles of Incorporation.

9.4) INTEREST OF DIRECTORS IN CONTRACTS: Any contract or other transaction between the Corporation and one or more of its directors or between the Corporation and any firm, organization, association, corporation or other legal entity of which one or more of its directors are stockholders, members, directors, officers or employees, or in which he or they are otherwise interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation on such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director of directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This provision shall not be construed to invalidate any contract or other transaction

law applicable thereto.

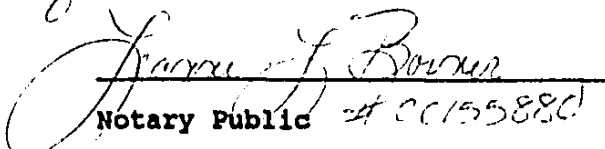
9.5) INDEMNIFICATION: The Corporation shall indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding in the manner and to the extent authorized by Section 608.13, Florida Statutes. The Corporation may also pay expenses incurred in defending any action, suit or proceeding as authorized in the manner provided in paragraph (d) of sub-section (14) of such Section upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in the action. Any such indemnity may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### ARTICLE 10

10.1) AMENDMENTS TO ARTICLES OF INCORPORATION: The Corporation reserves the right from time to time to amend, alter or repeal or to add any provision to, its Articles of Incorporation (as now constituted or hereafter amended) in the manner now or hereafter described or permitted by the Florida Statutes, or any amendment thereto, and all rights conferred upon stockholders by these Articles of Incorporation (as now constituted or hereafter amended) are granted subject to this reservation.

  
DANIEL RUIZ

I HEREBY CERTIFY that on this day, before me a Notary Public authorized to take acknowledgements, personally Appeared **DANIEL RUIZ** to me known to be the person described as incorporator and subscriber who made, subscribed and acknowledged the foregoing Articles of Incorporation, and he acknowledged before me that he had so made, subscribed and acknowledged such Articles of Incorporation.

WITNESS my hand and official seal this 31 day of Jan, 1995 by Daniel Ruiz who prod a life and auto ins ID  
  
Notary Public # 00155880

My Commissions Expires:

NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: Oct. 28, 1995.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

#### ACKNOWLEDGEMENT

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

  
DANIEL RUIZ

**REGISTERED AGENT STATEMENT**

**I. DANIEL RUIZ, ACCEPT THE RESPONSIBILITIES AND DUTIES AS REGISTERED  
AGENT FOR ATLAS CONSTRUCTION CORPORATION OF AMERICA**

**SIGNED BY:**

  
**DANIEL RUIZ**

2-15-95  
**DATED**

**FILED**  
1995 FEB 21 AM 9:38  
ALE  
TALLAHASSEE, FLORIDA