P95000033973

Charter Number Only

5-01-95

P.B.R.

Requestor's Name

Address

City | State | ZIP | Phone

VALIDATION ONLY

900001470689
-05/02/95--01078--015
****122.50 ****122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY -2 AM 10:25

CORPORATION(S) NAME

Building & Investment, INC

(✓) Profit
( ) NonProfit | ( ) Amendment | ( ) Merger
( ) Foreign | ( ) Dissolution | ( ) Mark
( ) Limited Partnership | ( ) Annual Report | ( ) Other
( ) Reinstatement | ( ) Reservation | ( ) Change of Registered Agent
(✓) Certified Copy | ( ) Photo Copies | ( ) Certificate Under Seal
( ) Call When Ready | ( ) Call If Problem | ( ) After 4:30
(✓) Walk In | ( ) Will Wait | (✓) Pick Up | ( ) Mail Out

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

5/6/95

TD

CR2E031 (R8-85)

EMPIRE Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

OF

BUILDING & INVESTMENT, INC.

THE UNDERSIGNED, acting as incorporator of corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this Corporation is:

BUILDING & INVESTMENT, INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose(s) for which this corporation is organized is any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Said corporation may acquire by purchase, exchange, gift, bequest and subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal with its own corporate securities or stock or other securities, including without limitation, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or in any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

A. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

B. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 1,000,000 shares of Class A common voting stock at $1.00 par value per share. Fully-paid stock of [illegible] shall not [illegible] the [illegible] assessment. The [illegible] par value of all shares of capital stock of the [illegible] that [illegible] been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received [illegible] the same shall constitute capital [illegible].

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders' meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VII - INITIAL OFFICE AND AGENT

The street address of this corporation's principal [illegible] [illegible] [illegible] registered [illegible] [illegible] Australian Ave. [illegible] West Palm Beach [illegible] and [illegible] Agent at that address [illegible]

ARTICLE VIII - [illegible]

The number of Directors constituting the initial Board of [illegible] is one (1). The name and address [illegible] the first annual meeting of Shareholders, [illegible] until [illegible] elected and qualified [illegible]

Name	Address
Victor Pachler	1800 S. Australian Avenue Suite 205 West Palm Beach, FL 33409

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

Name	Address
Jeffrey A. Paine	1800 S. Australian Avenue Suite #205 West Palm Beach, FL 33409

ARTICLE X - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

ARTICLE XI - BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted pursuant to Section 48.091(1) and Section 607.034, Florida Statutes:

BUILDING & INVESTMENT, INC., desiring to organize under the law of the State of Florida, has named Jeffrey A. Paine, 1800 S. Australian Ave., Suite #205, West Palm Beach, Florida 33409, as its initial registered agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the above stated office within this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

Dated this 27th day of April, 1995.

Jeffrey A. Paine

Shareholders at any meeting thereof.

Dated this 27th day of April, 1995.

Jeffrey A. Paine

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Article of Incorporation were acknowledged before me this 27th day of April, 1995, by Jeffrey A. Paine.

My Commission Expires:

NOTARY PUBLIC

(Notary Seal)

State of Florida at Large

NOTARY PUBLIC STATE OF FLORIDA
LYNN K BROWN
My Commission CC415671
Expires Oct. 23, 1998
Bonded by HAI
800-422-1555

LAW OFFICES OF

Jeffrey A. Paine P.A.

1800 AUSTRALIAN AVENUE SOUTH • SUITE 205
WEST PALM BEACH, FLORIDA 33409

TELEPHONE (407) 687-9827
FAX (407) 687-9830

JEFFREY A. PAINE (1)
STEVEN SLOANE NEWBURGH, P.A.*
GERALD S. SUSMAN, L.L.M.* (2)
...ED ZUCARO, JR.*

...) ALSO ADMITTED IN PENNSYLVANIA, MARYLAND AND DISTRICT OF COLUMBIA

BOCA OFFICE:
1200 FEDERAL HIGHWAY
SUITE 200
BOCA RATON, FLORIDA 33432
TELEPHONE
(4.7) 368-2040
FAX
(40.) 362-4376

P95000033973

May 11, 1995

400001488664
-05/16/95--01085--006
*****87.50 *****87.50

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, FL 32301

RE: Building & Investment, Inc.

Dear Sir:

Enclosed please find the original and one (1) copy of Articles of Amendment to the Articles of Incorporation of Building & Investment, Inc. I have also enclosed our check in the amount of $87.50 representing $35.00 for filing fees and $52.50 for a certified copy of the Amendment.

Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely yours,

Susan M. Iorio

Susan M. Iorio
Certified Legal Assistant

FILED
95 JUN -6 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000033973
Amend

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

BUILDING & INVESTMENT, INC.

FILED
95 JUN -5 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Statutes, on May 4, 1995 the incorporator of Building & Investment, Inc., a Florida corporation (the "Corporation") no shares of which have yet been issued, adopted the following resolutions by action without a meeting:

RESOLVED: That the par value of shares of the Corporation's common stock should be reduced to $0.01 per share.

RESOLVED: That the grant of preemptive rights should be withdrawn.

RESOLVED: That the sole Director of the Board of Directors should be Wolfgang Aniol.

NOW THEREFORE, in accordance with the foregoing resolutions:

1. The first sentence of Article IV of the Corporation's Articles of Incorporation is deleted in its entirety and is amended to read as follows:

> The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000 shares of common stock, $0.01 par value per share.

2. Article VI of the Corporation's Articles of Incorporation is deleted in its entirety.

3. Article VIII of the Corporation's Articles of Incorporation is amended such that the name Victor Pachler is replaced by the name Wolfgang Aniol.

IN WITNESS WHEREOF the incorporator of the Corporation has adopted and submitted this instrument this 4th day of May, 1995.

Jeffrey A. Paine, Esq.
Incorporator

P95000033973

MIRKIN & WOOLF, P.A.

Attorneys at Law

SouthTrust Center · Suite 580
1700 Palm Beach Lakes Blvd.
West Palm Beach, Florida 33401
phone 561·687·4460
fax 561·687·3447
e-mail: bizlaw@mirkinwoolf.com

May 28, 1997

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

200002198362--0
-06/02/97--01140--009
*****87.50 *****87.50

Re: Building & Investment, Inc.

Ladies and Gentlemen:

Enclosed for filing please find an original and one copy of Articles of Amendment to the Articles of Incorporation of the above-referenced Florida corporation.

Also enclosed please find a check in the amount of $87.50 to cover the filing fee and fee for a certified copy. Please mail the certified copy to me at the address above.

Thank you for your immediate attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.

C. Frankiewicz

Casaundra M. Frankiewicz
Legal Assistant

cc: Wolfgang H. Aniol

FILED
97 JUN -2 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.

d:\dept-st.3

VGW 6-12-97

FILED
97 JUN -2 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
BUILLING & INVESTMENT, INC.

Pursuant to the provisions of the Florida Statutes, on April 30, 1997 all of the directors and the sole shareholder of Building & Investment, Inc., a Florida corporation (the "Corporation"), adopted the following resolutions by written consent:

RESOLVED: That the authorized capital of the Corporation should be changed to 1,000,000 shares of common stock, $0.01 par value per share, 800,000 shares of which shall be designated as non-voting common stock and 200,000 shares of which shall be designated as voting common stock.

RESOLVED: That the Articles of Incorporation as filed with the Florida State Department should be amended to reflect the foregoing resolutions.

RESOLVED: That the President of the Corporation is authorized to take any and all action necessary in order to reflect the change in the authorized capital of the Corporation.

NOW THEREFORE, in accordance with the foregoing resolutions, Article IV of the Corporation's Articles of Incorporation is amended to read as follows:

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is one million (1,000,000) shares of common stock, one cent ($0.01) par value, of which two hundred thousand (200,000) shares shall comprise a class designated "voting common stock" and eight hundred thousand (800,000) shares shall comprise a class designated "non-voting common stock".

IN WITNESS WHEREOF, the President of the Corporation has executed and submitted this instrument this 30th day of April, 1997.

Wolfgang H. Aniol, President