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5/26/95 LISSETTE NORMAN T. ROBERTS, P.A.

50 W. MASHTA DRIVE #2

KEY BISCAYNE FL 33149 Phone

361-1383

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PIRE Toll Free: 1-800-432-3028

# CORPORATION(S) NAME

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Acknowledgment

# ARTICLES OF INCORPORATION

OF

# I.M. ESTIMATING SERVICES, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

#### ARTICLE I

The name of the corporation is I.M. ESTIMATING SERVICES, INC.

## ARTICLE II

This existence of this corporation shall be perpetual unless dissolved according to Florida law. In the event of dissolution of this corporation, all remaining assets of the corporation shall be transferred and delivered according to Florida law.

## ARTICLE III

This corporation is organized for the purpose of estimating prices for construction jobs and projects as well as transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV

The address of the principal office of the Corporation is

10837 Charleston Place, Cooper City, Florida 33026.

#### ARTICLE V

The initial mailing address of this corporation shall be: 10837 Charleston Place, Cooper City, Florida 33026.

#### ARTICLE VI

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

#### ARTICLE VII

The corporation shall be managed by a Board of Directors. The number of Directors, method of election and the method of removal of Directors shall be as provided in the By-laws of the corporation. The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors is:

Ilana Morrow 10837 Charleston Place Cooper City, Florida 33026

#### ARTICLE VIII

The corporation shall have such Officers with such duties as provided in the By-laws.

#### ARTICLE IX

The By-laws of this corporation may be adopted, altered, amended or repealed by the Directors.

#### ARTICLE X

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

#### ARTICLE XI

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

#### ARTICLE XII

The initial street address of the Corporation's registered office is Norman T. Roberts, P.A. 50 West Mashta Drive, Suite 2, Key Biscayne, Florida 33149. The initial registered agent for the Corporation at that address is Lisette Salazar, Esquire.

#### ARTICLE XIII

The names and street address of the person signing these articles of incorporation is:

Lisette Salazar, Esq.
Norman T. Roberts, P.A.
50 West Mashta Drive,
Suite 2,
Key Biscayne, Florida 33149.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of May, 1995.

Lisert'e Salazar

# ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for I.M. ESTIMATING SERVICES, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Lisette Salazar

STATE OF FLORIDA)

SS:

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 23rd day of May, 1995 by Lisette Salazar, who is personally known to me or who has produced and did not take an oath.

My Commission Expires:

Notary Public, State of Florida

OFFICIAL NOTARY SEAL
IVONNE COHEN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO CC307303
MYCOMMISSION EXP. SEIT 26,1997

# P95000042093

NORMAN T. ROBERTS, P.A.

ATTOHNEY AT LAW

SO WEST HASHTA DRIVE

THE PHOFESSIONALS' HUBLING OF KEY RISCAYNE

KEY BISCAYNE, FLORIDA 33149

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Office Use Only

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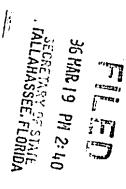
# ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

I.M	. ESTIMATING	SERVICES,	INC.	 _
	(	present name)		

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I is hereby amended as follows: The name of the corporation is I.M. Management Services, Inc.



SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

	THIRD: Th	e date of each amendment's adoption: March 15, 1996.
	FOURTH: A	Adoption of Amendment(s) (CHECK ONE)
j <sup>n</sup>	73	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	٥	The amendment(s) was/were approved by the shareholders through voting groups.  The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
		"The number of votes cast for the amendment(s) was/were sufficient for approval by"
		Toung group
	٥	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
		The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Sig	ned this day /C/ of March , 19 96
		7/ Ec v.
	Signature _	x Clark Manaw
		(By the Chairman or Vice Chairman of the Board of Directors, President or other office citradopted by the shareholders)  I lana Morrow
		OR P
		(By a director if adopted by the directors)
		OR
		(By an incorporator if adopted by the incorporators)
		Tlana Morrow Typed or printed name
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		Director
		Title