

1201 HAYS STREET

TALLAHASSEE, FL 32301

22-0393 X



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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 608160 11381A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 1, 1995

ORDER TIME : 10:06 AM

ORDER NO. : 608160

CUSTOMER NO: 11381A

CUSTOMER: Richard R. Ellington, Esq
GARY DYTRYCH & RYAN

Suite 402
701 U.S. Highway 1
North Palm Beach, FL 33408

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****122.50 ****122.50

DOMESTIC FILING

NAME: M.L. SMITH MASONRY, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN

JUN - 1 1995

FILED
95 JUN - 1 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

M.L. SMITH MASONRY, INC.

FILED
95 JUN -1 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, natural person competent to contract, hereby acts with the purpose of forming a Corporation for profit under the laws of the State of Florida, and for these purposes, does adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is M.L. Smith Masonry, Inc.

ARTICLE II

The general nature of the business to be transacted by this Corporation is:

To operate a masonry business and to engage in business for any lawful purpose or purposes not specifically forbidden by the laws of the State of Florida; the intention is that none of the objects and powers here and above as specified and clauses contained in this Article, except where otherwise specified in this Article in no way shall be limited or restricted by reference from the terms of any other objects, powers or clauses of this Article or any other Article of this certificate, but that the objects and powers specified in each of the clauses of this Article shall be regarded as independent objects and powers.

ARTICLE III

The duration of this Corporation shall be perpetual.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be One Hundred (100) shares of Common Stock at a par value of One Dollar (\$1.00) per share. The stock, (including Treasury Shares) may be paid for by cash or other property, tangible, or by labor or services actually performed for the Corporation, but neither promissory notes nor future services shall constitute payment or part payment for the issuance of stock; provided, however, the Board of Directors of the Corporation shall, except when the stock issuance is for cash, determine and establish by appropriate resolution the value of property, labor or services prior to the issuance of stock for property, labor or services.

ARTICLE V

The initial post office address of the principle offices of this Corporation in the State of Florida is: 4182 Colle Drive, Lake Worth, Florida 33461.

ARTICLE VI

The Registered Agent for this Corporation is: Richard R. Ellington, and the registered office is: 701 U.S. Highway One, Suite 402, North Palm Beach, Florida 33408.

ARTICLE VII

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to

time by a vote of four-fifths (4/5) of the stockholders, but shall never be less than one (1) director.

ARTICLE VIII

The initial director and post office address is:

<u>Name</u>	<u>Address</u>
Michael L. Smith	4182 Colle Drive Lake Worth, Florida 33461

ARTICLE IX

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Michael L. Smith	4182 Colle Drive Lake Worth, Florida 33461

ARTICLE X

No stockholder of this Corporation, except as otherwise provided herein, shall sell, assign, or otherwise transfer or dispose of, including by testamentary disposition or, if there is no will, by intestate succession in, any or all of his shares of stock of this Corporation until he or his personal representatives have first offered the same to the Corporation, which shall have thirty (30) days from the date of such offering in which to purchase shares at a price which is equal to the value of the shares being purchased as established by the books of the Corporation, as of the close of business, at the end of the last calendar month prior to the offering by the stockholder to sell to the Corporation.

In the event the Corporation shall elect not to purchase said stock, or shall fail to exercise its right to purchase within the thirty (30) day period, then such stockholders shall offer said stock to the other stockholders in like proportion as the holdings of the remaining stockholders then stand on the books of the Corporation, and such stockholders shall have a period of thirty (30) days from the date of such offer in which to purchase such shares at a price determined in the manner set forth above.

In the event the Corporation and the stockholders elect not to purchase the stock offered to them pursuant to this Article within the time period set forth herein, the stockholder desiring to sell his shares may do so free and discharged of the obligation of this Article.

The foregoing provisions of this Article shall not apply to sale, assignment or other transfer or by testamentary disposition or intestate succession of shares of stock by one stockholder or stockholders to another stockholder or stockholders.

ARTICLE XI

The officers of this Corporation shall be a President, one or more Vice-Presidents, Secretary, Treasurer and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

The name of the officer who is to manage the affairs of the

Corporation until the first election is:

MICHAEL L. SMITH

PRESIDENT/SECRETARY

ARTICLE XII

No contract or other transaction between this Corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a member, director or directors, or are members, directors or officers, of such other firms, associations or corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interest in any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, account or transaction of this Corporation with any person, firms, associations or corporation shall be affected or invalidated by the fact that any director or directors of this Corporation is or are hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit if himself or any firms, associations or corporation in which he may in any way be interested in any wise; the directors, when so interested, shall be counted as to authorizing, approving, or ratifying such contract or transaction only if: (a) the Board of Directors which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consent of such interested directors; or (b) the contract or

transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors.

ARTICLE XIII

It is hereby expressly provided that this Corporation shall indemnify any and all of its directors or officers, or former directors or officers, or any persons who may have served at its request as a director or officer of another corporation in which this Corporation owns shares of capital stock, or of which it is a creditor, against expenses actually or necessarily incurred by them, or any of them, in connection with the defense of any action, suit or proceeding to which they, or any of them, are made parties or a party by reason of being, or having been directors or officers of this Corporation or such other corporation, except in relation to matters as to which any such director or officer shall be adjudged in any action, suit or proceeding to be liable for any act of bad faith or misconduct in the performance of duty. The foregoing right to indemnify shall include reimbursement of the amounts and expenses paid in settling any cash action, suit or proceeding when settlement appears to be in the interest of the Corporation.

ARTICLE XIV

The Corporation, in order to carry out its purposes, shall have, except as otherwise limited by these Articles of Incorporation or by any subsequent By-Laws of the Corporation, as they may each be amended from time to time, all the powers from now

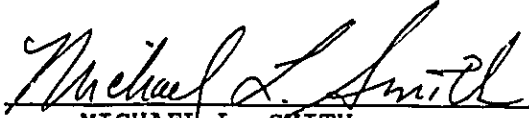
as are hereinafter granted to it by the laws of the State of Florida.

ARTICLE XV

These Articles of Incorporation may be amended in the manner provided by Law. Each amendment shall be approved by the Board of Directors and proposed by them to the stockholders, and approved at a stockholders' meeting by unanimous vote.

ARTICLE XVI


IN WITNESS WHEREOF, I, the undersigned have executed these Articles of Incorporation this 30th day of May, 1995.


MICHAEL L. SMITH
INCORPORATOR

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared MICHAEL L. SMITH as Incorporator, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of May, 1995.


NOTARY PUBLIC
My Commission Expires:

OFFICIAL NOTARY SEAL
JUDY A. SPEAKMAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC362486
MY COMMISSION EXP. APR. 20, 1998

**CERTIFICATE OF AGENT FOR SERVICE OF PROCESS
FOR M.L. SMITH MASONRY, INC.**

Pursuant to Florida General Corporation Act, Chapter 607, the following is submitted in compliance with said Act.

FIRST, that M.L. Smith Masonry, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 4182 Colle Drive, Lake Worth, Florida 33461, has named RICHARD R. ELLINGTON, located at 701 U.S. Highway One, Suite 402, North Palm Beach, Florida 33408, as its agent to accept service of process within this State.

A C K N O W L E D G E M E N T


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


RICHARD R. ELLINGTON,
REGISTERED AGENT

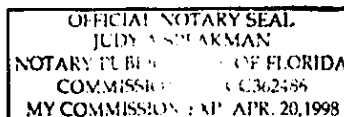
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared RICHARD R. ELLINGTON, as Registered Agent, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of May, 1995.


NOTARY PUBLIC
My Commission Expires:

RRE843.ART



95 JUN -1 PM 2:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA