

VICTOR W. HOLCOMB, P.A.

ATTORNEYS AND COUNSELORS AT LAW  
415 SOUTH HYDRA PARK AVENUE  
TAMPA, FLORIDA 33606  
FAX: (813) 254-1302  
(813) 254-7739

VICTOR W. HOLCOMB

195000048153

JUL 16 1995

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

600001516566  
-06/19/95--01043--007  
\*\*\*122.50 \*\*\*122.50

RE: Scherer Development, Inc.

Dear Sirs:

Enclosed herewith please find the original and one copy of the Articles of Incorporation of Scherer Development, Inc., together with the Certificate Designating Place of Business or Domicile for the Service of Process, Naming Agent Upon Whom Process may be Served. Please appropriately file and record the original Articles of Incorporation and use the extra copy to return to the undersigned as a certified copy.

Also enclosed is our firm check in the amount of \$122.50, which represents the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
TOTAL	\$122.50

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

Very truly yours,

VICTOR W. HOLCOMB, P.A.

*Marla Pendleton*  
Marla Pendleton, Secretary to  
Victor W. Holcomb

/mmp  
Enclosures

*[Signature]*  
6/20

FILED  
95 JUL 19 PM 4:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SCHERER DEVELOPMENT, INC.

FILED  
95 JUN 19 PM 4: 44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Victor W. Holcomb, the undersigned incorporator, hereby makes, subscribes and acknowledges and files with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be: Scherer Development, Inc.

ARTICLE II

DURATION

The duration of this corporation is perpetual.

ARTICLE III

PURPOSES

The general nature of the business or businesses to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida, shall be as follows:

1. To own and/or operate any lawful business.
2. To buy, sell, option, deal in, lease, hold or improve real estate and the fixtures and personal property incident thereto and

connected therewith, and with that end in view, to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments, or any interest therein and to improve the property of the corporation, and to sell, lease, mortgage, rent, pledge, or otherwise dispose of the lands, tenements, hereditaments or other property of the corporation.

3. To buy, sell, discount and rediscount notes, drafts, bills of exchange, stocks, bonds, securities and choses of action of all kinds, both as principal and as agent; to also buy and sell liens on real and personal property, and to lend money and accept as security therefore liens or pledges of real and personal property; to also act as agent or trustee of persons and corporations in any and all other matters which can be solicited, negotiated, operated and carried on by an agent.

4. To purchase and sell for itself personal property, stocks, bonds, warrants, and notes and to negotiate loans thereon; to acquire, enjoy, purchase, hold, sell and transfer the shares of stock of any corporation incorporated under the laws of the State of Florida or any other state of the United States or qualified to do business in any other state of the United States, or subsequently belonging to the United Nations or qualified to do business in any such nation. To purchase, hold, sell, and transfer shares of its own capital stock provided this corporation shall not purchase its own shares of stock except from the surplus of its assets over its liabilities, including capital; and provided further that shares of its own capital stock owned by the

corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholders' quorum or vote.

5. To act as fiscal agent for others, to lend money on notes, bonds, mortgages and commercial securities of all kinds, and while the owner of stock in a corporation, to exercise all the rights of a stockholder therein, to borrow money and secure the payment of same by notes, bonds, drafts or other evidence of indebtedness; to endorse and guarantee the payment of notes and mortgages, and all kinds of indebtedness, and to pledge and mortgage any or all of its real estate and personal property for the payment of its own debts or for the debts of other guaranteed by it.

6. To borrow money and contract debts necessary for the transaction of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporators; to issue bonds, promissory notes, bills of exchange, debentures or other obligations and evidences of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or other otherwise or unsecured, for money borrowed or in payment of property purchased or acquired or any other lawful objects.

7. To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and licenses or other rights or interests therein and thereunder and to manufacture, sell and distribute at wholesale or retail all such articles covered by any such patents, copyrights or trademarks.

8. To apply and qualify to carry on the general nature of business or businesses as authorized by this corporate charter and/or any amendments thereto in any state of the United States of America.

9. To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection or benefit of the corporation; and in addition to the specific powers herein enumerated, have any and all rights, powers and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida, and in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

#### ARTICLE IV

##### CAPITAL STOCK

The capital stock of the corporation shall be divided into 750 shares of common stock, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at the valuation to be fixed by the incorporator or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 2152 14th Circle North, St. Petersburg, Florida 33713, name of the initial Registered Agent of the corporation and address is Victor W. Holcomb, 415 South Hyde Park Avenue, Tampa, Florida 33606.

## ARTICLE VI

### DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall be never less than one (1). The name and address of the initial director of this corporation is:

Clark Scherer  
2152 14th Circle North  
St. Petersburg, Florida 33713

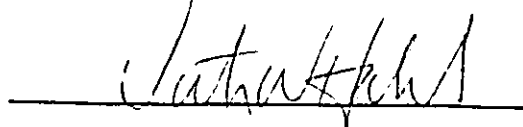
A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. The directors may make or amend the By-laws; the meeting of directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is: Victor W. Holcomb, 415 South Hyde Park Avenue, Tampa, Florida 33606.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.

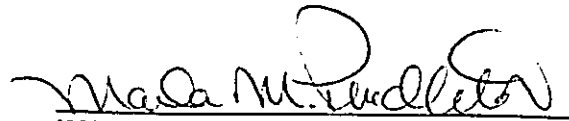


Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

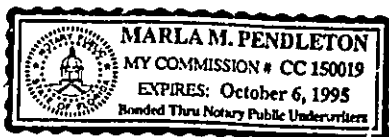
I HEREBY CERTIFY that before me, the undersigned officer, personally appeared Victor W. Holcomb to me well known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 16<sup>th</sup> day of June, 1995.



NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

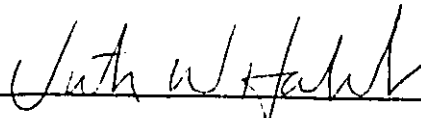
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH CHAPTER 607 OF THE FLORIDA STATUTES AND  
SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

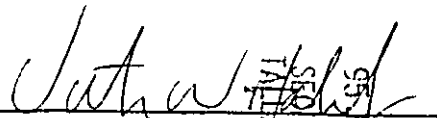
FIRST That SCHERER DEVELOPMENT, INC., desiring to organize or  
qualify under the laws of the State of Florida, with its initial  
principal office at 2152 14th Circle North, St. Petersburg, Florida  
33713, has named Victor W. Holcomb, of 415 S. Hyde Park Avenue,  
Tampa, Florida, as its agent to accept service of process within  
Florida.



Incorporator

6-16-95  
Date

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE APOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.



6-16-95  
Date

FILED  
JUN 19 PM 4:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



P95000048153

HOLCOMB & DECORT, P.A.  
ATTORNEYS AND COUNSELLORS AT LAW

VICTOR W. HOLCOMB  
DONALD P. DECORT

June 10, 1996

415 SOUTH HYDR PARK AVENUE  
TAMPA, FLORIDA 33606  
FAX: (813) 254-1302  
(813) 254-7739

FILED  
96 JUN 12 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

400001860064  
-06/12/96--01087-007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Scherer Development, Inc.

To Whom It May Concern:

Enclosed herewith please find the original and one copy of the Articles of Amendment to the Articles of Incorporation of Scherer Development, Inc. Please appropriately file and record the original Articles of Amendment and use the extra copy to return to the undersigned as a certified copy.

Also enclosed is our firm check in the amount of \$87.50, which represents the following:

Filing Fee	\$ 35.00
Certified Copy	<u>52.50</u>
TOTAL	\$ 87.50

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

Very truly yours,

HOLCOMB & DECORT, P.A.

*Marla Pendleton*  
Marla Pendleton, Secretary to  
Victor W. Holcomb

/mmp  
Enclosures

N/c

VS JUN 20 1996

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
SCHERER DEVELOPMENT, INC.

FILED  
96 JUN 12 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Article I of the Articles of Incorporation of SCHERER DEVELOPMENT, INC. is amended to read as follows:

"ARTICLE I

The name of this corporation shall be: "SCHERER CONSTRUCTION & ENGINEERING OF WEST FLORIDA, INC."

The foregoing Amendment was adopted by the Shareholders of this corporation on May 9, 1996.

IN WITNESS WHEREOF the undersigned President, Shareholders and Directors of this corporation have executed these Articles of Amendment on May 9, 1996.



SCHERER DEVELOPMENT, INC. by  
CLARK H. SCHERER, III,  
President, Sole Shareholder, and  
Sole Director

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared CLARK H. SCHERER, III, known to me and known to be the person described in the above and foregoing Articles of Amendment to the Articles of Incorporation as the President, Shareholder and Director of SCHERER DEVELOPMENT, INC., and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

Witness my hand and seal this 3<sup>rd</sup> day of June,  
1996.

My Commission Expires:

OFFICIAL NOTARY SEAL  
CYNTHIA A STONE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC24526  
MY COMMISSION EXP. AUG. 31, 1996

Cynthia A. Stone  
NOTARY PUBLIC