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DATE ISSUED 07/31/95
PENN COMMERCIAL BANK
1000 BRICKELL AVENUE
MIAMI FLORIDA 33131

DATE ISSUED 07/31/95

Proposed or Existing
Corporate Structure
Description of Proposed Structure
Date Documented
Last Amended (Document Number)

80000001 54888288
07/31/95--01003--011
*****70.00 *****70.00

TYPE: **PROPOSED** BY
MARSH MECHANICAL/CONSULTING, INC.

Dear Sirs and Madam:

Please find enclosed a copy of the proposed structure of
MARSH MECHANICAL/CONSULTING, INC.

Enclosed you will find a check made payable to the secretary of State in
the amount of \$100.00 which includes the statutory filing fee. Your
corporation must file within thirty days from receipt of this application.

Respectfully yours,

Louis D'Addio
LOUIS D'ADDIO
1080 Edgewater Drive,
Boca Raton, Florida 33486

7/31/95
TB

ARTICLE ONE

OF

MARSH MECHANICAL/CONSULTING, INC.

ARTICLE ONE

The address of the principal office of MARSH MECHANICAL/CONSULTING, INC. is the present or address of the principal office at 1026 Lakeside Drive, Boca Raton, Florida 33434.

ARTICLE TWO

The purpose of the corporation is perpetual.

ARTICLE THREE

The property for which the corporation is organized is the furniture, fixtures, inventory and tools owned by the principal officer necessary to conduct his business at 1026 Lakeside Drive, Boca Raton, Florida.

ARTICLE FOUR

The aggregate number of shares of stock the corporation shall have authority to issue is one hundred (100) of \$0.01 par value.

ARTICLE FIVE

The corporation will make a reasonable business credit bank received for the sum of \$10,000.00, considered to be the value of \$1,000.00 consisting of money, labor, services or property actually rendered.

ARTICLE SIX

The street address of the initial registered office is 1026 Lakeside Drive, Boca Raton, Florida 33434, and the name of its initial registered agent at such address is LOUIS D'ADDIO.

I, hereby, am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Louis D'Addio
LOUIS D'ADDIO

ARTICLE NINE

The members of the Board are entitled to receive the annual Board of Directors' Report and the names and addresses of the persons or persons who are the sole or co-directors of the Corporation, and from the Board of Directors, are entitled to have such persons selected and qualified to act.

Name	Home address
LOUIS D'ADDARIO	1036 Edgewater Blvd., Boca Raton, FL 33487

ARTICLE TEN

The Board of Directors are empowered to make, alter or expand the by-laws of the corporation without consent of the stockholders.

Names and addresses of each incorporator:

Name	Home address
LOUIS D'ADDARIO	1036 Edgewater Blvd., Boca Raton, FL 33487

(Signed)


Louis D'Addario
The Incorporator

ARTICLE TEN

The powers of the Incorporators cease upon taking of the articles of incorporation.