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Rosillo & Rosillo
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SECRETARY OF STATE
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ONE (305) 643-4610
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ALBERT P. ROSILLO
ALBERT ROSILLO, JR

August 28, 1995

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

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****122.50 ****122.50

RE: PALMER-HUMPHREYS AND ASSOCIATES, INC.

Gentlemen:

Enclosed please find original and one (1) copy of Articles
of Incorporation for PALMER-HUMPHREYS AND ASSOCIATES, INC.

I have enclosed herein my check in the sum of \$122.50 to cover
the following:

Filing Fee.....\$35.00
Certified Copy..... 52.50
Registered Agent Desingation.... 35.00

Thank you for your prompt attention to this matter...

Very truly yours,

Albert Rosillo Jr.
ALBERT ROSILLO, JR.

AR:mm
enclosures

9/6/95
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ARTICLES OF INCORPORATION
OF
PALMER-HUMPHREYS AND ASSOCIATES INC

THE UNDERSIGNED INCORPORATORS to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be PALMER-HUMPHREYS AND ASSOCIATES, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE III

PURPOSE

The general purpose or nature of business for which this Corporation is organized shall be:

1. To act as a general contractor for the construction, repairing and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereof, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance of the carrying out of the powers or purposes herein mentioned.

2. To engage in the general speculative home building business, including the erection of homes, flats, and apartments; to operate a contracting business; to purchase, own, hold, and sell real property, improved and unimproved, or any interest therein or easement thereon; to purchase lands and subdivide same into subdivisions or lots; to loan money upon real property and to accept secured and unsecured notes as collateral for same; to execute notes, deeds of trust, mortgages, and chattel mortgages; to enter into leases as landlord or tenant, to perform or do any act customarily performed or done by a contractor and builder, speculative builder, subdivider, or real property developer; to invest in and hold for investment any real property, shares of stock, bonds, government, private, or corporate, and to exchange and enter into agreements of exchange of one parcel of real property for another parcel of real property.

3. To carry on and conduct a general construction business including designing, constructing, enlarging, extending, repairing, completing, removing, or otherwise engaging in any work on commercial or industrial structures, using any building materials and techniques now employed or to be developed; to make, execute, and receive contracts or assignments or delegations of contracts therefor or relating thereto or connected therewith; to manufacture or otherwise acquire and to furnish all building and other tools and equipment connected therewith or required therefor to manufacture, produce, adapt, and prepare, and deal in or with any materials, articles or things incidental to, or required for, or useful in connection with, any of such activities, and generally to carry on any other business which can be advanta-

geously pursued in conjunction with or incidental to any of the above purposes.

4. To conduct a business in, have one or more offices in, buy, hold, mortgage, sell, convey, lease or otherwise dispose of real estate and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

5. To contract debts, borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required.

6. To purchase the corporate assets of any other corporation, engaged in the same or similar character of business.

7. To guarantee, endorse, purchase, hold, sell, transfer, pledge, mortgage, or otherwise acquire or dispose of the shares, of the capital stock, or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and as whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

8. To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation, whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock which the

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corporation shall have outstanding at any time shall be one hundred (100) shares which shall all be common stock of no par value.

All or any part of the capital stock may be paid for either in lawful monies of the United States or America, or in property, real or personal, or in services, at a true valuation thereof.

ARTICLE V

PREEMPTIVE RIGHTS

If the capital stock of this corporation is increased and new shares of stock are issued, the holder of the original stock shall be entitled to subscribe to the new issue in preference to non-holders and on equal terms with other holders of the original stock in the proportion that the number of the original shares held by him bear to the total outstanding number of the original shares.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial Registered Agent of this Corporation is RICHARD HUMPHREYS, and the street address of the Corporation's initial Registered Office in the State of Florida is 17121 N.W. 2nd Court, Miami, Florida 33169. The Corporation's principal office and the mailing address are 17121 N.W. 2nd Court, Miami, Florida 33169.

The directors may, from time to time, by majority vote, move the principal office to any other address in the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of this Corporation shall be two (2), and the name and address of each person who is to serve as a member thereof is as follows:

RICHARD HUMPHREYS 17121 N.W. 2nd Court
Miami, Florida 33169

ROBERT PALMER 17121 N.W. 2nd Court
Miami, Florida 33169

ARTICLE VIII

INCORPORATORS

The name and post office address of the Incorporators of these Articles of Incorporation are:

RICHARD HUMPHREYS 17121 N.W. 2nd Court
Miami, Florida 33169

ROBERT PALMER 17121 N.W. 2nd Court
Miami, Florida 33169

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the following manner:

a. The Board of Directors shall adopt the resolutions setting forth the proposed Amendment and, if shares have been issued, directing that it be submitted to a majority vote at a meeting of shareholders, which may be either the annual or a special meeting. If no shares have been issued, the amendment shall be adopted by a vote of the majority of Directors and the provisions for adopting by shareholders shall not apply.

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b. By all of the Directors and all of the stockholders of the Corporation eligible to vote signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

I, RICHARD HUMPHREYS, having been named to accept service of process for PALMER-HUMPHREYS AND ASSOCIATES, INC. a Florida Corporation, at the place designated hereon do hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping said office open.

IN WITNESS WHEREOF, the undersigned Incorporators have set their hands and seals hereto, this 28 day of August, 1995.


RICHARD HUMPHREYS


ROBERT PALMER

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, RICHARD HUMPHREYS and ROBERT PALMER, to me known to be the persons described as Incorporators in, and who executed the foregoing Articles of Incorporation and they acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and seal, this 28 day of August, 1995.

