

P96000001605

JAMES A. SZENAY  
6712 So. Lagoon Drive  
Panama City Beach, FL 32408  
(904)-230-8488

100001676111  
-01/03/96--01002--001  
\*\*\*\*122.50 \*\*\*\*122.50

December 22, 1995

Department of State  
Division of Corporations  
P.O. BOX 6327  
Tallahassee, FL. 32314

EFFECTIVE DATE  
12-28-95

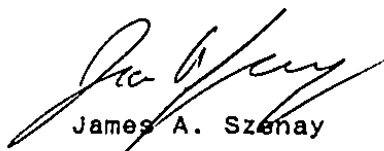
RE: Michael James Construction, Inc.

To whom it may concern:

Enclosed please find the Articles of Incorporation for the above referenced corporation along with the filing fees in the amount of \$122.50.

Should the enclosed be in order please file and returned the certified copy to me at the above address. Thanking you in advance for your assistance. I am,

Sincerely,

  
James A. Szenay

RJM/bs

enclosure:

F. CHESSEY JAN 8 1995

FILED  
96 JAN -2 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION

ARTICLE ONE

NAME

The name of this Corporation shall be:

MICHAEL JAMES CONSTRUCTION, INC.

FILED  
96 JAN -2 PM 1:17  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

EX-100-10000  
12-28-95

ARTICLE TWO

NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: December 28, 1995.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00), or such greater amount as may be required by law

#### ARTICLE FIVE

##### NUMBER OF DIRECTORS

This Corporation shall at all times have at least one Director who is a citizen of the United States of America. The Stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

#### ARTICLE SIX

##### CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the Directors be divided into two or more classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years, and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

#### ARTICLE SEVEN

##### AMENDMENT

This Certificate of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

## ARTICLE EIGHT

### CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A. Designation: The stock of the Corporation shall be known as Common Stock.

B. Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: 500 Shares

C. Par Value: Each share of Common Stock shall have the par value of: \$1.00 per Share

D. Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.

E. Non-Assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessible.

F. Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the Corporation.

G. Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.

H. Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purposes.

I. Liquidation Rights: Holders of Common Stock are entitled, in the event of liquidation or dissolution of the Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and other obligations.

ARTICLE NINE

REGISTERED OFFICE AND REGISTERED AGENT

The Street address of the Corporation's registered office, and the name of it's initial registered agent at such address are as follows:

NAME

James A. Szenay

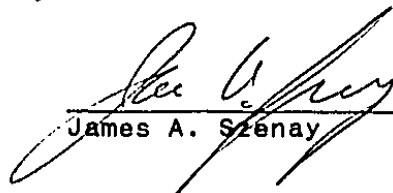
ADDRESS

6712 So. Lagoon Drive  
Panama City Beach, Florida 32408

The Corporation's principal place of business and mailing address are as follows:

6712 So. Lagoon Drive  
Panama City Beach, Florida 32408

I HEREBY AGREE to act as Registered Agent for MICHAEL JAMES CONSTRUCTION, INC. and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.

  
James A. Szenay

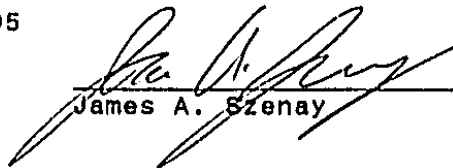
SOLE SUBSCRIBER AND INITIAL DIRECTOR

The undersigned individual, competent to contract, executes this Certificate of Incorporation as sole subscriber and initial director. The undersigned individual shall hold office as a Director until his successor has qualified, following his election or appointment.

Subscriber/Director: James A. Szenay  
Street Address: 6712 So. Lagoon Drive  
Panama City Beach, FL 32408

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge and file in this Certificate for the purpose of forming a Corporation for Profit under the laws of the State of Florida.

Dated: December 27, 1995

  
James A. Szenay  
96 JAN -2 PM 1:17  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

STATE OF MICHIGAN )  
: SS  
COUNTY OF BAY )


BEFORE ME, the undersigned authority personally appeared

James A. Szenay

to me well known and known to me to be the individual described in and who executed the foregoing Certificate of Incorporation, and who acknowledge before me that the same was executed for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Bay City, Bay County, Michigan.

DATED: December 27, 1995

  
NOTARY PUBLIC  
State of Michigan  
My Comm. Expires: 07-02-00