

P96000003804

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
George Firestone Bldg
409 East Gaines Street
Tallahassee, Florida 32399

Attn: New Filing Dept.

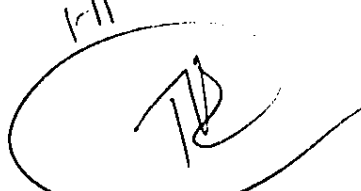
SUBJECT: Blue Sky Construction, Inc.

I have enclosed (1) original Articles of Incorporation and (1) copy for
the above corporation and a check in the amount of \$70.00.

SIGNED: 
Judith S. Persico

From: Blue Sky Construction, Inc.
Name: Judith S. Persico
Address: 23257 State Road 7
Boca Raton, FL 33428
Telephone: 305-659-7898

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-01/09/96--01041--016
*****70.00 *****70.00

11-96


Articles Of Incorporation
OF
Blue Sky Construction, Inc.

FILED
JAN-8 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles Of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

Article 1 - Name

The name of the Corporation is Blue Sky Construction, Inc.

Article 2 - Purpose Of Corporation

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article 3 - Principal Office

The address of the principal office of this Corporation is 23257 State Road 7, Boca Raton, Florida 33428 and the mailing address is the same.

Article 4 - Incorporator

The name and street address of the incorporator of this corporation is:

Judith S. Persico
23257 State Road 7
Boca Raton, Florida 33428

Article 5 - President

The initial President of the Corporation shall be Judith S. Persico whose address shall be the same as the principal office of the Corporation.

Article 6 - Corporate Capitalization

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is Seven Thousand Five Hundred (7,500) shares of common stock, each share having the par value of One Dollar (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

Article 7 - Sub-Chapter S Corporation

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

" The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Article 8 - Powers Of Corporation

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles Of Incorporation.

Article 9 - Term Of Existence

This Corporation shall have perpetual existence.

Article 10 - Title

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

Article 11 - Registered Office And Registered Agent

The initial address of registered office of this Corporation is: 23257 State Road 7, Boca Raton, Florida 33428. The name and address of the registered agent of this Corporation is: Judith S. Persico, 23257 State Road 7, Boca Raton, Florida 33428.

Article 12 - Bylaws

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

Article 13 - Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

Article 14 - Amendment

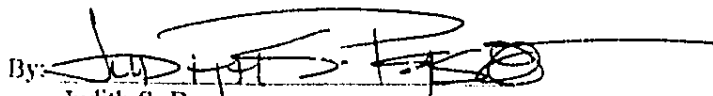
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation

In Witness Whereof, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 5th day of JANUARY, 1996.


Judith S. Persico, Incorporator

Acceptance Of Registered Agent Designated In Articles Of Incorporation

Judith S. Persico, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Judith S. Persico

ALAN FISHMAN & ASSOCIATES, P.A.

ATTORNEYS AT LAW

P96000003804

ALAN D. FISHMAN

MARITAL LAW

CRIMINAL LAW

BUSINESS LAW

KENNETH H. TRIBUCH

OF COUNSEL

RICHARD GOLDSTONE, P.A.

2301 WEST SAMPLE ROAD

BUILDING 3, SUITE 3A

POMPANO BEACH, FLORIDA 33073

BROWARD/BOCA RATON (954) 978-7800

PALM BEACH (407) 732-1788

FAX (954) 978-8073

January 16, 1997

Department of State
Bureau of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Amendments Section

Re: Blue Sky Construction, Inc.

600002064056--5

-01/22/97--01047--005

*****35.00 *****35.00

Dear Sirs:

Enclosed please find the original and one copy of the Amendment to Articles of Incorporation for the above-referenced corporation. Also enclosed is my check in the amount of \$35.00 representing the filing fee in this matter. After same has been filed, please return the copy to this office at your earliest convenience.

Should you have any questions, please do not hesitate to contact this office.

Your courtesy and cooperation is appreciated.

Respectfully,
ALAN FISHMAN & ASSOCIATES, P.A.

By:


KENNETH H. TRIBUCH, ESQ.

KHT:jam

Enclosures

C:\wp51\doc\blue.ltr

Amend
97 FEB -5 PM 3:01
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FEB 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 28, 1997

KENNETH H. TRIBUCH, ESQ.
ALAN, FISHMAN & ASSOCIATES, P.A.
2301 WEST SAMPLE ROAD, SUITE 3A
POMPANO BEACH, FL 33073

SUBJECT: BLUE SKY CONSTRUCTION, INC.
Ref. Number: P96000003804

We have received your document for BLUE SKY CONSTRUCTION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 497A00004294

RECEIVED
97 FEB -5 PM 12:53
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
OF
BLUE SKY CONSTRUCTION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB -5 PM 3:01

The undersigned corporation hereby amends its Articles of Incorporation filed January 8, 1996, as follows:

1. Article V shall be amended as follows:

ARTICLE V - DIRECTOR

The only member of the Board of Directors at this time shall be LLOYD HAIG, whose address shall be the same as the principal office of the corporation. The number of directors may be either increased or diminished from time to time by the By-Laws of this corporation but shall never be less than one (1).

2. Article XI shall be amended as follows:

ARTICLE XI - REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of this corporation is: 5150 West Copans Road, Suite 1101, Margate, Florida 33063. The name and address of the Registered Agent of this corporation is: LLOYD HAIG, 5150 West Copans Road, Suite 1101, Margate, Florida 33063.

3. The amendments to Article V and Article XI were adopted on December 17, 1996.

4. The amendments above, as adopted December 17, 1996, were adopted by approval of the shareholders, and the number of votes cast for the amendments by the shareholders were sufficient for approval. The corporation consists of only one (1) voting group of shareholders, and said voting group was entitled to vote on the above amendments.

IN WITNESS WHEREOF, the undersigned has executed this
Amendment to Articles of Incorporation this ____ day of January,
1997.

L. N. Haig
LLOYD HAIG - President

THE FOREGOING INSTRUMENT was acknowledged before me this 4
day of January, 1997 by LLOYD HAIG, who is personally known by me
or who produced _____ as identification.



Jane A. McDewitt
MY COMMISSION # 00848707 EXPIRES
May 31, 2000
BONDED THRU TROY PAUL INSURANCE, INC.

Jane A. McDewitt
NOTARY PUBLIC, STATE OF FLORIDA
Jane A. McDewitt
Printed Name of Notary Public

AMENDED CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that BLUE SKY CONSTRUCTION, INC., a corporation organized under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation and Amendment to Articles of Incorporation, at City of Boca Raton, County of Palm Beach, State of Florida, has named LLOYD HAIG, located at 5150 West Copans Road, City of Margate, County of Broward, State of Florida, as its agent to accept service of process within this state.



LLOYD HAIG

ACKNOWLEDGMENT: (must be signed by designated agent)

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



Resident Agent

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