

P96000010966

12 S. W. 6th Street  
Delray Beach, Fl. 33444  
January 29, 1996

Secretary of State  
Division of Corporations  
& New Filings  
P.O. Box 6327  
Tallahassee, Fl. 32314

500001703685  
-02/01/96--01036--011  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Enclosed is a copy of the Articles of Incorporation for First Choice Remodelers, Inc. for your approval. Also enclosed is a money order in the amount of \$122.50 to cover this cost.

Sincerely,

*A Bostwick*  
Alfred Bostwick

2/5/96  
DK

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
56 FEB -1 PM 12:13

ARTICLES OF INCORPORATION  
OF  
FIRST CHOICE REMODELERS, INC.

FILED  
65 FEB - 1 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

Article I - Name

The name of this corporation is FIRST CHOICE REMODELERS, INC.

Article II - Nature of Business

The general nature of business to be transacted by this corporation is:

To engage in a general building business, and matters related thereto.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real property and tangible and intangible personal property, and services of every class, kind and description.

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

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

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

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

To become guarantor or surety for any other person, firm, or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the company.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors, and to grant such stock options to officers, employees, directors and others as the directors may deem to be in the interest of the company.

This corporation shall not have power to conduct the businesses of banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire association, cooperative association, fraternal benefit society, State fair or exposition.

To enjoy all of the powers now or hereafter conferred upon corporation by the statutes and laws of the State of Florida.

The foregoing shall be construed as both object and powers. The enumeration of specific powers and purposes is not intended to restrict of limit in any way the powers or purposes of this corporation.

### Article III - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

One million (1,000,000) shares of Common Stock of the par value of one cent each. Each stockholder shall have one vote for each share of stock, and stockholders shall not have cumulative voting rights in any election of directors of this corporation.

No holder of any of the shares of the capital stock of the corporation shall be entitled as of right to purchase or to subscribe for any unissued stock of any class, or any additional shares of any class, whether presently or hereinafter authorized, and also including, without limitation, bonds, certificates of indebtedness, debentures, or other securities convertible into stock of the corporation or carrying any right to purchase stock of any class. Such unissued stock, or additional authorized issue of any stocks, or other securities convertible into stock or carrying any right to purchase stock, may be issued and disposed of, pursuant to resolutions of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its discretion.

### Article IV - Initial Capital

The amount of capital with which this corporation shall begin business is one thousand dollars.

### Article V - Term

This corporation shall have perpetual existence.

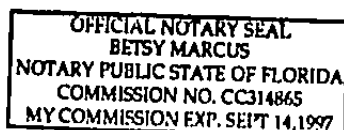
### Article VI - Registered Office and Registered Agent

The post office address of the principal office of this corporation in the State of Florida is 12 S.W. 6th Street, Delray Beach, Florida 33444. The name of its initial registered agent at such address is Charles Bostwick.

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

*Betsy Marcus*  
Betsy Marcus

*Charles M. Bostwick*  
Charles Bostwick



Article VII - Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws.

Article VIII - Initial Directors

The names and post office addresses of the members of the first Board of Directors of the corporation are:

Name

Alfred Bostwick - 12 S.W. 6th Street, Delray Beach, Fl.  
33444  
President

Article IX - Subscribers

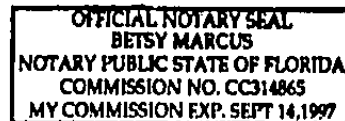
Name

No. of Shares of Common  
Stock Subscribed For

Alfred Bostwick

Alfred Bostwick  
Alfred Bostwick

1000  
Betsy Marcus  
Betsy Marcus



Article X - Special Provisions

1. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the stockholders is subject to this reservation.

2. The initial By-Laws of this corporation shall be adopted by the directors. The By-Laws may be amended from time to time by either the stockholders or the directors, but the directors may not alter or amend any By-Laws adopted by the stockholders.

3. The Board of Directors from time to time shall determine whether and to what extent and at what times and places, and under what conditions and regulation, the accounts and books of the corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or documents of the corporation, except as conferred by a statute or authorized by the Board of Directors, or by resolution of the stockholders.

4. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in or being a director of this corporation.

5. The directors may prescribe a method or methods for replacement of lost certificates of securities of this corporation and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

6. No contract or other transaction between this corporation and any other corporation in absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of, such other corporation, and any director or directors individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or person, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of this corporation is party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be anyway interested. Any director of the corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

7. The corporation shall indemnify any and all of its directors or officers or former directors or officers, or any person who may have served at its request as a director, or officer of another corporation in which it owns shares of capital stock, or of which it is creditor, against the expenses actually and necessarily incurred by them, in connection with the defense of any action, suit, or proceedings, in which they or any of them are made parties, or a party by reason of being or having been directors or officers, or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceedings, to be liable for gross negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreement, vote of stockholders or otherwise.

8. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers or otherwise.

The authority vested in the Board of Directors by this Paragraph 8 shall include, in addition to the authority to establish salaries, the authority to establish the payment of bonuses, stock options and pension and profit-sharing plans.

FILED  
56 FEB - 1 PM 12: 14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000010966

FIRST CHOICE REMODELERS, INC.  
900 SE 8 Avenue  
Suite 202  
Deerfield Beach, Fl. 33441  
August 22, 1996

Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

To Whom It May Concern:

First Choice Remodelers, Inc. has changed its mailing address from 12 SW 6th Street, Delray Beach, Fl. 33444 to the above address.


The document number on the corporation is P96000010966. The date of incorporation was February 1, 1996.

Again, the new mailing address is as follows:

First Choice Remodelers, Inc.  
900 SE 8 Avenue  
Suite 202  
Deerfield Beach, Fl. 33441

Thank you for your attention to this matter.

Sincerely,

  
Irwin Marcus  
President