

P-96000011087

January 25, 1996

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

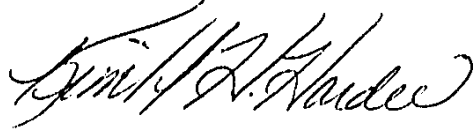
Re: HARDEE CONSTRUCTION, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Kimberly H. Hardee

Hardee Construction, Inc.

MAILING ADDRESS OF CORPORATION
1603 North Indian River Road
New Smyrna Beach, Florida 32169
(904) 428-0878

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HARDEE CONSTRUCTION, INC.

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME: The name of this corporation is Hardee Construction, Inc.

ARTICLE II. DURATION: The duration of the Corporation shall be perpetual.

ARTICLE III. PURPOSE: The purpose is to operate as a licensed contractor for residential and commercial construction; and to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK: The corporation is authorized to issue 500 shares, all of one class at One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V. RESTRICTIONS ON TRANSFER OF STOCK: Shares held by the initial shareholders of this corporation may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the initial registered agent and office of this corporation is as follows:

Kimberly H. Hardee
1603 North Indian River Road
New Smyrna Beach, Florida 32169

ARTICLE VII. INITIAL BOARD OF DIRECTORS: This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Kimberly H. Hardee	1603 North Indian River Road New Smyrna Beach, Florida 32169
Michael R. Hardee	1603 North Indian River Road New Smyrna Beach, Florida 32169

ARTICLE VIII. INCORPORATOR: The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Kimberly H. Hardee	1603 North Indian River Road New Smyrna Beach, Florida 32169

ARTICLE IX. AMENDMENT TO ARTICLES: This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Amendment of these Articles shall require approval of 100% of the shareholders.

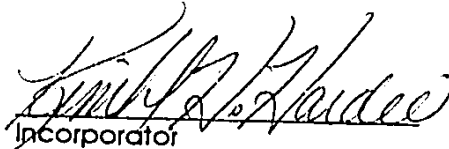
ARTICLE X. BYLAWS: The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI. INDEMNIFICATION: The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

ARTICLE XII. REMOVAL OF DIRECTORS: At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of seventy-five percent (75%) of the shares then entitled to vote at an election of directors.

ARTICLE XIII. INFORMAL ACTION OF DIRECTORS: If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of January, 1996.


Incorporator

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF
HARDEE CONSTRUCTION, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

1603 North Indian River Road
New Smyrna Beach, Florida 32169

has named Kimberly H. Hardee located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Kimberly H. Hardee
(registered agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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