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*Law Office*

**JAMES F. SIMPSON**

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WYNN PALM BEACH, FLORIDA 33408

TELEPHONE (407) 638-4393

Tuesday, January 30, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

200001712782  
-02/13/96--01002--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Simpson and Ryba Construction, Inc.

Dear Sirs:

Enclosed please find an original and two copies of Articles of Incorporation and a Resident Agent Designation for Simpson and Ryba Construction, Inc., together with my check in the amount of \$122.50. Please file this, returning a copy to me.

Sincerely,

*James F. Simpson*  
James F. Simpson

JFS:sc  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 12 PM 3:12

AL FEB 15 1996

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 FEB 12 PM 3:12

ARTICLES OF INCORPORATION  
FOR  
SIMPSON AND RYBA CONSTRUCTION, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE ONE: The name of the Corporation is SIMPSON AND RYBA CONSTRUCTION, INC.

ARTICLE TWO: The duration of the corporation is perpetual.

ARTICLE THREE: The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any trade or business for any lawful purpose.

ARTICLE FOUR: The aggregate number of shares which the corporation is authorized to issue is Five Hundred (500). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1).

ARTICLE FIVE: The street address of the corporation's principal office, the mailing address of the corporation and the initial registered office of the corporation is 1144 Grandview Circle, West Palm Beach, Florida 33411, and its initial registered agent at such address is AUSTIN CLARK SIMPSON.

ARTICLE SIX: The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

AUSTIN CLARK SIMPSON, 1144 Grandview Circle, West Palm Beach, Florida 33411

JAMES ROBERT RYBA, 537 South Sequoia Drive, Apt. 311, West Palm Beach, Florida 33409

It is anticipated that this corporation will be operated by the stockholders without a Board of Directors.

ARTICLE SEVEN: The name and address of each incorporator is:

AUSTIN CLARK SIMPSON, 1144 Grandview Circle, West Palm Beach, Florida 33411

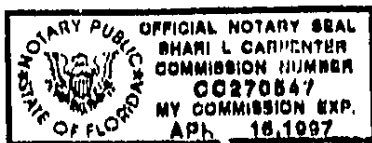
JAMES ROBERT RYBA, 537 South Sequoia Drive, Apt. 311, West  
Palm Beach, Florida 33409

Executed by the undersigned at West Palm Beach,  
Florida this 9 day of February, 1996.

  
AUSTIN CLARK SIMPSON

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this  
9 day of February, 1996, by AUSTIN CLARK SIMPSON, who is  
personally known to me or who has produced  
(type of identification) as  
identification and who did take an oath.



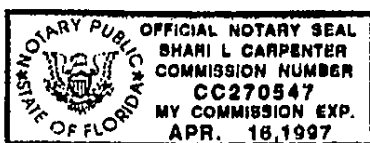
  
Signature of Notary

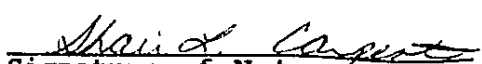
Shari L. Carpenter  
Name of Notary (Print)

  
JAMES ROBERT RYBA

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this  
9 day of February, 1996, by JAMES ROBERT RYBA, who is  
personally known to me or who has produced  
DR LIC. RID-456-68-131-0 (type of identification) as  
identification and who did take an oath.



  
Signature of Notary

Shari L. Carpenter  
Name of Notary (Print)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. 96 FEB 12 PM 3:12

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTE.  
THE FOLLOWING IS SUBMITTED.

FIRST--THAT SIMPSON AND RYBA CONSTRUCTION, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1144 GRANDVIEW CIRCLE, WEST PALM BEACH, FLORIDA 33411, HAS NAMED AUSTIN CLARK SIMPSON, LOCATED AT 1144 GRANDVIEW CIRCLE, WEST PALM BEACH, FLORIDA 33411, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

  
CORPORATE OFFICER

TITLE President

DATE

2-9-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

  
RESIDENT AGENT

DATE

2-9-96