



P96000017286

W. J. Tremblay, P.A.
Internal Revenue Representation
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1801 S. Federal Highway, Ste. 219, Delray Beach, Florida 33483
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Not registered with the
Florida Board of
Accountancy

February 12, 1996

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

900001722959
-02/23/96--01071--019
*****122.50 *****122.50

The Articles of Incorporation for Francisco Brothers, Inc. is hereby submitted for your approval in accordance with Section 607.164 of the Florida Statutes.

A check for \$122.50 to cover the required fees and taxes is enclosed.

Please return the filing acknowledgment and any other material to this office:

W. J. Tremblay, P.A.
1801 S. Federal Hwy, Suite 219
Delray Beach, FL 33483

Very truly yours,

W. J. TREMBLAY, P.A.

W. J. Tremblay
W. J. Tremblay, EA, ATA
FOR THE FIRM

FILED
96 FEB 23 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 26 1996 BSE

FILED

96 FEB 23 AM 11:18

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Articles of Incorporation

of

Francisco Brothers, Inc.

The undersigned natural persons, having capacity to contract and acting as the incorporator of this Corporation under the Florida General Corporation Act adopts the following Articles of Incorporation for such Corporation, to-wit:

ARTICLE ONE: NAME & MAILING ADDRESS OF CORPORATION

The name of the Corporation is:

Francisco Brothers, Inc.

c/o W. J. Tremblay, P.A.

1801 S. Federal Hwy., Ste. 219

Delray Beach, FL 33483

ARTICLE TWO: COMMENCEMENT AND DURATION

The corporation is to commence its existence upon the filing of these Articles by the Department of State, and will exist perpetually thereafter unless earlier dissolved in the manner prescribed by law.

ARTICLE THREE: PURPOSE AND POWERS

The purpose of the corporation is to engage in, for profit, as a general contractor and stucco/cement contractor or any lawful act and activity for which corporations may be

organized under the Florida General Corporation Act, and the Corporation shall have such powers as is necessary to effectuate the purpose herein stated, the operation as a general/sub contractor for stucco and cement finishing company.

ARTICLE FOUR: CAPITAL STOCK

1. The maximum number of shares which the Corporation shall have the authority to issue is One Hundred (100 shares of Common Stock at One Dollar (\$1.00) per share par value.
2. The consideration to be paid for each share shall be payable in lawful money or property, labor, or services.

ARTICLE FIVE: PREEMPTIVE RIGHTS

The shareholders of any class or series of stock of the Corporation shall have the preemptive right to subscribe, in proportion to their holdings (rounded to the nearest full share) at the price it is offered to others, for any authorized but unissued or treasury stock of such class or series of the Corporation to be issued.

ARTICLE SIX: BOARD OF DIRECTORS

The activities and affairs of the Corporation shall be managed by a Board of Directors, the number of members of which shall be such as from time to time shall be fixed by the By-laws of the Corporation; but in no event shall the number be less than one (1). The Board of Directors is expressly authorized to make, alter, or repeal the By-laws of the Corporation. The initial Board of directors shall consist of two (2) directors(s), whose name and address is as follows:

Julio Francisco 594-80-6698

3831 Corrigan Court

Lake Worth, FL 33465

and

Rosalio Pedro Francisco 591-39-0759

3831 Corrigan Court

Lake Worth, FL 33461

ARTICLE SEVEN: INDEMNIFICATION

The Corporation shall have the power to enter into an indemnity agreement with any officer or director, or any former officer or director, indemnifying the same to the full extent permitted by law.

ARTICLE EIGHT: INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the Corporation, and the street address of the initial registered office of the Corporation in the State of Florida is:

W. J. Tremblay, 1801 S. Federal Hwy., Ste. 219, Delray Beach, Florida 33483.

ARTICLE NINE: INCORPORATOR

The name and address of the Incorporator hereunder is:

Julio and Rosalio Pedro Francisco, 3831 Corrigan Ct., Lake Worth, FL 33461

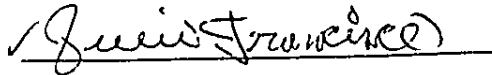
ARTICLE TEN: RESERVED POWERS

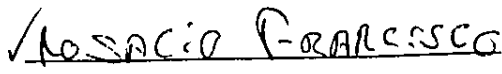
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida; and all rights and powers conferred on directors or shareholders herein are granted subject to this reservation.

ARTICLE ELEVEN: INFORMAL DIRECTOR ACTION

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 a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida does make, file and record these Articles, and certifies that the facts herein stated are true.


Julio Francisco, Incorporator


Rosalio P. Francisco, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned, a Notary Public, in and for the State of Florida at Large, personally appeared Julio & Rosalio Pedro Francisco, the above-named Incorporators and W. J. Tremblay, Registered Agent, with whom I am personally acquainted, who acknowledged the execution of the foregoing instrument for the purpose therein contained.

Witness my hand and official seal in the State and County last aforesaid this 13th day of

February, 1996.

Margaret L. Haggan

Notary Public,

State of Florida at Large

My Commission expires:

MARGARET L. HAGGAR, NOTARY PUBLIC
STATE OF FLORIDA - CC235143
MY COMMISSION EXPIRES 10/12/99

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

By W. J. Tremblay
W. J. Tremblay
(Resident Agent)

FILED
FEB 23 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA