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Corporate Research Services

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Management Construction, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED
96 MAR 13 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAR 13 AM 10:57
DIVISION OF REGISTRATION

Handwritten signature/initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MANAGEMENT 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 I
CORPORATE NAME AND PRINCIPAL OFFICE**

The name and mailing address of this Corporation is: Management Construction, Inc.,
3014 South Olive Avenue, West Palm Beach, Florida 33405.

**ARTICLE II
TERM OF EXISTENCE**

This Corporation shall have perpetual existence commencing on the filing of these Articles.

ARTICLE III

PURPOSE

The general purposes for which the Corporation is organized are the following:

- a. To engage in and transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- b. To do such other things as are incidental to the purpose of Corporations or necessary or desirable in order to accomplish them.
- c. To engage in the operation of a business dedicated to the management of construction and to carry on any business necessary or incidental to the accomplishment or furtherance of the purpose or object of this Corporation.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) Shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Suite 219, 1897 Palm Beach Lakes Blvd., West Palm Beach, FL 33409. The name of its initial registered agent at that address is John D. Heffling.

ARTICLE VI
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors for this Corporation is one (1). The number of directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one (1). The name and address of each initial director of the Corporation is as follows:

Michael Carey

3014 South Olive Avenue
West Palm Beach, FL 33405

ARTICLE VII
INCORPORATORS

The name and address of the person signing these Articles of Incorporation as the incorporator is: John D. Heffling, Esq., Suite 219, 1897 Palm Beach Lakes Blvd., West Palm Beach, FL 33409.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

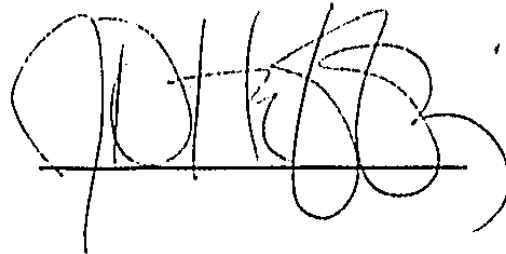
ARTICLE X

BY-LAWS

The power to adopt, alter, amend and repeal the by-laws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the by-laws must be approved by a

majority of the shareholders.

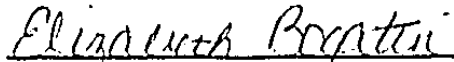
IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 12 day of March, 1996.



STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a Notary Public, personally appeared JOHN D. HEFFLING, to me known to be the person described as incorporator or who has provided his Florida drivers license as proof of identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 12 day of March, 1996.



Notary Public, State of Florida

My commission expires:



ELIZABETH BOGATIN
MY COMMISSION # CC296876 EXPIRES
December 6, 1996
BONDED THRU TROY FARM INSURANCE, INC.

FILED
96 MAR 13 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Management Construction, Inc., which is contained in the foregoing Articles of Incorporation.

Dated this 12 day of March, 1996.



John D. Heffling