

P96000023811

BAILEY, FISHMAN, FREEMAN & FERRIN

AN INTERSTATE LAW PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

1400 CENTRE PARK BOULEVARD

SUITE 809

WEST PALM BEACH, FLORIDA 33401-7400

(407) 587-3700

FACSIMILE (407) 587-3708

BOSTON OFFICE

66 LONG WHARF

BOSTON, MASSACHUSETTS 02109

(617) 723-1980

F. LEE BAILEY
ADMITTED: FL & MA
KENNETH J. FISHMAN
ADMITTED: MA
DONALD J. FREEMAN
ADMITTED: FL & PA
MICHAEL J. FERRIN
ADMITTED: FL
DANIEL PATRICK LEONARD
ADMITTED: MA
TONI MARIE KENNEDY
ADMITTED: FL

March 11, 1996

FEDERAL EXPRESS

Secretary of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32399

000001740210
-03/12/96--01113--001
*****122.50 *****122.50

Re: Carpenter Services, Inc./General Corporate

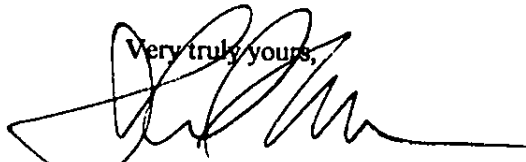
Gentlemen:

Enclosed please find the original and one executed copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed please find a check in the amount of \$122.50 representing payment of the following: \$35.00, filing fee; \$52.50, certified copy fee; \$35.00, registered agent designation.

Please file the Articles with the State and return a certified copy to the undersigned. Should you have any questions, please do not hesitate to contact me.

Very truly yours,



DONALD J. FREEMAN

DONALD J. FREEMAN

Dmc
3-18-96

DJF/sdt
Encls.

FILED
96 MAR 12 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

CARPENTER SERVICES, INC.

FILED
96 MAR 12 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers being natural persons competent of contract hereby file the following Articles of Incorporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

Name: The name of the corporation is **CARPENTER SERVICES, INC.**

ARTICLE II

Duration: This corporation shall exist perpetually.

ARTICLE III

Purpose: The purpose of this corporation is to have and exercise any and all powers necessary or convenient to effect its purpose and to otherwise engage in any lawful business permitted under the laws of the State of Florida.

ARTICLE IV

Capital Stock: This corporation is authorized to issue 10,000 shares of capital stock. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V

Initial Registered Office and Agent: The street address of the initial registered office of the corporation is 1400 Centrepark Blvd., Suite 909, West Palm Beach, Florida and

the registered agent is Donald J. Freeman.

The street address of the principal office of the corporation is 1643 Donna Road, West Palm Beach, Florida 33409.

ARTICLE VI

Pre-Emptive Rights: Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII

Initial Board of Directors: This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of the corporation is as follows:

Vance F. Carpenter	1643 Donna Road
	West Palm Beach, Florida 33409

ARTICLE VIII

Incorporators: The names and addresses of the person signing these Articles is Vance F. Carpenter, 1643 Donna Road, West Palm Beach, Florida 33409.

ARTICLE IX

By-Laws: The power to adopt, alter or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X

Indemnification: The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed from the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at West Palm Beach, Florida this 11 day of March, 1996.

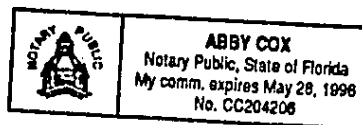

VANCE F. CARPENTER

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared VANCE F. CARPENTER who is/is not personally known to me or who has/has not produced a Florida Driver's License as identification.


NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVING OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

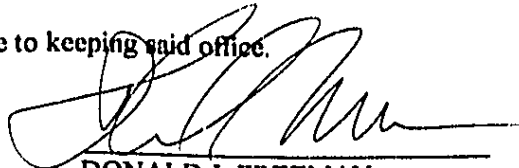
96 MAR 12 AM 9:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: CARPENTER SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the City of West Palm Beach, Palm Beach County, State of Florida, has named Donald J. Freeman as its agent to accept service of process within this State.

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


DONALD J. FREEMAN