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ACE INDUSTRIES/PRINTING KIT

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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: ACE INDUSTRIES, INC.  
54 NW 11TH ST  
MIAMI FL 33136-2890  
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
BSF CONSTRUCTION, INC.

FILED  
85 JUN 21 PM 4:31  
CLERK OF DISTRICT COURT  
NORTH MIAMI BEACH, FLORIDA

The undersigned do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME AND ADDRESS

The name of this corporation is BSF CONSTRUCTION, INC. The address is 831 N.E. 182nd Terrace, North Miami Beach, FL 33162.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of:

1. Transacting any and all lawful business for which a corporation may be incorporated under Florida Statutes.
2. Transacting a construction services firm to assist public and private sector clients in the development of Florida's infrastructure.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at just valuation to be fixed by the Board of Directors.

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ACE INDUSTRIES, INC.  
64 NW 11th Street  
Miami, FL 33136  
305-366-2571

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**ARTICLE IV - VOTING**

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, with one vote cast per share.

**ARTICLE V - TERM OF EXISTENCE**

This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

**ARTICLE VI - STATUS**

This corporation elects Sub-Chapter "S" status according to applicable State and Federal Laws and will file a Form 2553 with the Internal Revenue Service.

**ARTICLE VII - PREEMPTIVE RIGHTS**

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

**ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 831 N.E. 182nd Terrace, Miami, FL 33162, and the name of the initial registered agent of this corporation is Faustin Denis, whose address is 831 N.E. 182nd Terrace, Miami, FL 33162.

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**ARTICLE IX - INITIAL BOARD OF DIRECTORS**

The name and address of the directors of this corporation are:

Faustin Denis, 831 N.E. 182nd Terrace, Miami, FL 33162.

**ARTICLE X - INCORPORATORS**

The names and addresses of the persons signing these articles are:

Faustin Denis, 831 N.E. 183nd Terrace, Miami, FL 33162.

**ARTICLE XI - INITIAL OFFICER**

The names and post office addresses of the first officers of this corporation, all of whom shall constitute the first Board of Directors, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

**PRESIDENT/SECRETARY**

Faustin Denis, 831 N.E. 182nd Terrace, Miami, FL 33162.

**VICE PRESIDENT/TREASURER**

Faustin Denis, 831 N.E. 182nd Terrace, Miami, FL 33162.

**ARTICLE XII - INDEMNIFICATION**

The corporation shall indemnify any officer or officers or any former officer or director, to the fullest extent permitted by law either now existing or hereinafter enacted.

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## ARTICLE XIII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such director or officer of such other corporation, or not so interested.

## ARTICLE - XV

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

  
INCORPORATED

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for B&F Construction, Inc., the place designated in the Articles of Incorporation, Faustin Denis agrees to act in this capacity, and agrees to comply with the provisions relative to keeping open such office.

Date: 6/21/96

  
Faustin Denis

FILED  
96 JUN 21 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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