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A. ERNEST CRUZ, MBA, J.D. PA

TRANSMITTAL LETTER

Department of State
Division of Corporation
PO Box 6327
Tallahassee FL 32314

200001904852
-07/25/96--01096--014
****122.50 ****122.50

SUBJECT: Midlantic, Inc.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above referenced entity, and a check in the amount of \$122.50. Please file said document.

FROM: NATIONS BUSINESS CENTER, INC.
3900 NW 79 AVENUE, SUITE 326
MIAMI FL 33166
(305) 591-9448

JUL 29 1996

BSB

FILED
96 JUL 25 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3900 NW 79TH AVENUE
SUITE 326
MIAMI, FL 33166
(305) 591-9448

9825 WEST SAMPLE ROAD
SUITE 207
CORAL SPRINGS, FL 33065
(305) 753-7599

FILED

96 JUL 25 AM 7:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE, FLORIDA

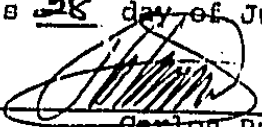
I, the undersigned natural person of the age of twenty-one or more, acting as incorporator of a corporation under title 607.164, of the LAWS of the State of Florida, adopt the following Articles of Incorporation for such corporation.

1. The name of the corporation, hereinafter referred to as the Corporation, shall be Midlantic Inc.
2. The duration of the Corporation shall be perpetual.
3. The object and purpose for which the Corporation is formed is to engage in the ownership and management of a construction business and any other business permitted by law.
4. The aggregate number of shares which the Corporation is initially authorized to issue is one thousand (1000). There shall be one class of stock with a par value of one dollar (\$1.00). There shall be no preferences, qualifications, limitations, restrictions or special rights with respect to the one class of stock.

5. Shareholder have the pre-emptive right to acquire additional shares of stock.
6. Provisions for the regulation of the internal affairs of the Corporation are contained in the By-Laws of the Corporation.
7. The Corporation will not commence business until at least one thousand dollars (\$1,000) has been received by it as consideration for the issuance of shares.
8. The initial registered office and principal place of the Corporation shall be located at: 11246 NW 14th Court
Pembroke Pines, FL, 33026. The initial registered agent is
Carlos Pastorino.
9. The following person shall constitute the initial Board of Directors of the Corporation, and shall serve until the first annual meeting, or until, their successors shall be elected:
Carlos Pastorino who resides at 11246 N.W. 14th Court
Pembroke Pines, FL 33026.
10. The incorporator of this corporation is Carlos Pastorino, who resides at the address stated in Paragraph 9.

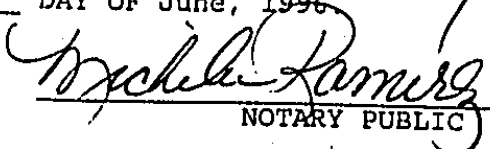
11. The Articles of Incorporation shall constitute a binding agreement and may be amended by the affirmative vote of majority of the Board of Directors in Office.
12. The registered agent acknowledges that he/she is familiar with and accepts, the duties and responsibilities of registered agent for this Corporation.

IN WITNESS WHEREOF, We have duly executed and adopted these ARTICLES OF INCORPORATION, on this 28 day of June 1996.



Carlos Pastorino
Incorporator/Director/Register Agent

SWORN TO AND SUBSCRIBED BEFORE ME, A NOTARY PUBLIC IN AND FOR THE STATE OF FLORIDA, THIS 28 DAY OF June, 1996



NOTARY PUBLIC

My commission expires:

