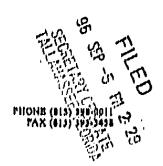




LAW OFFICE OF TIMOTHY C. SCHULER

7643 Seminole Boulevard Seminole, Florida 33772



Soptomber 6, 1996

SENT VIA PAX TO 904-922-3709

Plorida Department of State Division of Corporations ATTN. TERRI BUCKLEY, Corporate Specialist P.O. Box 6327 Tallahassee, FD 32314 DATE: FAXED SE TIME: FAX: OPERATOR: AUDIT

Re: Fax Audit No. H96000012393 Letter No. 496A00041673 Ref: W96000018634 J & J Builders & Developers, Inc.

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Doar Ms. Buckley:

This letter is to confirm my telephone conversation with you on today's date, whereby I confirmed that it is our desire to continue with filing the above-referenced corporation as submitted yesterday under the name J & J Builders & Developers, Inc. We are aware that it is similar to an active corporation under the name of J & J Building Development, Inc., but request that this corporation be filed anyway.

We also request that the effective date of the corporation be the date that we transmitted the same to you, to wit: Thursday, September 5, 1996.

Please confirm acceptance and filing.

Sincerely yours,

Timothy C. Schuler

TCS/ed

P18H#R8/57525

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11960000312393

ARTICLES OF INCORPORATION

OF

J & J BUILDERS & DEVELOPERS, INC.

ARTICLE 1. NAME AND MAILING ADDRESS

The name of this Corporation is J & J BUILDERS & DEVELOPERS, INC., and its principal office or mailing address is: 10811 70th Avenue North, Seminole, Florida 35772.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 31 PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 41 CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock.

ARTICLE S. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7841 Seminole Blvd., Seminole, Florida 33772, and the name of the initial registered agent is Timothy C. Schuler.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have two (2) directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

NAME '

ADDRESS

JOSEPH ESPOSITO

10811 70th Avenue North, Seminole, Florida 33772

JOSHUA ESPOSITO

17900 Gulf Blvd., Apt. 2-B Redington shores, FL 33708

ARTICLE 7: INCORPORATOR

Timothy C. Schuler, The name and address of each person signing these 7843 Seminole Blvd.

Seminole, FL 33772 813-398-0011

3PN: 67698 FL Bar No: 251992

H96000012393

Articles is:

HANE

JOBIUA ESPOSITO

ADDRESS

17900 Gulf Blvd., Apt. 2-B Redington Shores, FL 33708

ARTICLE BE CUMULATIVE VOTING

At each election for directors every shareholder untitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 91 PREEMPTIVE RIGHTO

Mach holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt of a written notice from this Corporation inviting him to exercise such right.

ARTICLE 10: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11: BYLAVE

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITHESS WHEREOF, the undersigned has executed these

99/09/96 12:14 WILLIAMSON: DIAMOND & CATON: P. A. 994 196060012393

Articles of Incorporation this 5 day of Signature

JOHUUA ESPOSI

"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this ST day of South land, 1996.

TIMOTHY C. SCHOLER, Radlatered Agent

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