Richard Waas 11000 S.W. 92nd Avenue Miami, Florida 33176 Telephone (305) 596-2804

September 20, 1996

Department of State P.O. Box 6327 Tallahassee, Florida 32314

Re:

Certificate of Incorporation

Waas Construction Company, Inc.

# Gentlemen:

Enclosed please find two (2) copies of the Articles of Incorporation for Waas Construction Company, Inc. as well as my personal check in the amount of One Hundred Twenty-Two Dollars and 50 Cents (\$ 122.50).

Please send me a certified copy of the executed Articles of Incorporation.

Thank you for your cooperation.

Cordially,

nard Waas

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#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 24, 1996

RICHARD WAAS 11000 S.W. 92ND AVENUE MIAMI, FL 33176

SUBJECT: WAAS CONSTRUCTION COMPANY, INC. Ref. Number: W96000020127

We have received your document for WAAS CONSTRUCTION COMPANY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown Corporate Specialist

Letter Number: 696A00043978

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## ARTICLES OF INCORPORATION

<u>OF</u>

### WAAS CONSTRUCTION COMPANY, INC.

The undersigned does hereby act as incorporator in adopting, the following Articles of Incorporation for the purpose of organizing a business consoration pursuant to the provisions of the Florida General Corporation Act,

FIRST: The name of the corporation (hereinafter called the "Corporation") is WAAS CONSTRUCTION COMPANY, INC.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purposes for which the Corporation is initially organized, which shall continue to be the purposes of the Corporation until and unless the same shall be amended pursuant to the provisions of the Florida General Corporation Act, and which shall include the authority of the Corporation to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act, are as follows:

To engage generally in the general construction business and real estate business as principal, agent, broker, and in any lawful capacity and generally to take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings and other works and any interest or right therein; to take, lease, purchase or otherwise acquire, and to own, use. hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity. such personal property, chattels real, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and to acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal, and mixed properties; to carry on a general construction, contracting, building, and realty management business as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity.

To carry on a general mercantile, industrial, investing, and trading business in all its behavior, to devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as sales, business, special, or general agent, representative, broker, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof; to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, storchouses,

buildings and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the Corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect or, manufacture under and introduce, sell assign, mortgage, pledge, or otherwise dispose of, and, in any manner, deal with and contract with reference to:

- (a) inventions, devices, formulae, processes and any improvements and modifications thereof;
- (b) letter patent, patent rights, patented processes, copyrights, designs, and similar rights, trade marks, trade symbols and other indications or origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereto, and all rights, connected therewith or appertaining thereunto;
  - (c) franchises, licenses, grants, and concessions.

To have all of the powers conferred upon corporations organized under the Florida General Corporation Act.

<u>FOURTH</u>: The aggregate number of shares which the Corporation shall have authority to issue is 1,000, all of which are a par value of \$ 1.00 each and are of the same class and are to be common shares.

FIFTH: Every shareholder of the Corporation shall have the right to acquire any unissued or treasury shares of the Corporation convertible into or carrying a right to subscribe to or acquire shares, to the extent of his pro rata interest, at the price and upon the terms at which such shares or securities may be offered to others.

SIXTH: The address of the initial registered agent of the Corporation in the State of Florida is 11000 S.W. 92<sup>nd</sup> Avenue, Miami, Florida 33176 and the name of the initial registered agent of the Corporation at such address is Richard Waas.

SEVENTH: The number of directors constituting the initial Board of Directors of the Corporation is three, which may be increased by the bylaws.

The name and address of each person who is to serve as a member of the initial Board of Directors of the Corporation is as follows:

NAME	ADDRESS
Richard Waas	11000 S.W. 92nd Avenue
	Miami, Florida 33176
Shara Waas	11000 S.W. 92nd Avenue
	Miami, Florida 33176
Martin Waas	10630 S,W. 75th Avenue
	Miami, Florida 33156

EIGHTH: The name and address of the incorporator is:

NAME

ADDRESS

Richard Waas

11000 S.W. 92<sup>rd</sup> Avenue Miami, Florida 33176

The above address is both the principle address and the registered office address.

NINTH: 1 Whenever the Corporation shall be engage in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of the depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida General Corporation Act.

2. The Corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

TENTH: The corporate existence of the Corporation shall commence as of the date which these Articles of Incorporation are filed with the State of Florida, Secretary of State.

ELEVENTH: In all elections of directors of this corporation, each shareholder of record shall be entitled to as many votes as shall equal the number of votes which, except for this provision as to cumulative voting, he would be entitled to east for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may east all such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

Signed on September 20 1996.

Richard Waas Incorporator

STATE OF FLORIDA)

) ss:

COUNTY OF DADE)

On this \_\_\_\_\_\_day of September, 1996, before me, a Notary Public in for the state and county aforesaid, personally appeared Richard Waas, who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of WAAS CONSTRUCTION COMPANY, INC.. and who duly acknowledged to me that he signed said Articles of Incorporation as the incorporator of said Corporation.

Witness my hand and scal on the day and year aforesaid.

Notary Public, State of

My Commission expires:

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# Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept the appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

Rickard Wans

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SECRETARY OF STATE
SECRETARY OF FLORIDI