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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

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CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

FAX #:

NAME: POWELL MCGEE, INC. AUDIT NUMBER.....H96000015063 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
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10/28/96

[Signature]

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ARTICLES OF INCORPORATION
OF
POWELL MCGEE, INC.

ARTICLE I - NAME

The name of the Corporation is:

POWELL MCGEE, INC.
100 SE 11th Avenue
Ft. Lauderdale, FL 33301

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of Building Construction and Development Services.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Seventy-five Hundred (7500) shares of common stock having a \$1.00 par value. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V - VOTING RIGHTS

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 VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro-rata

M. David McGee, Esq.
Law Office of M. David McGee, P.A.
2930 S.W. 2nd Avenue
Ft. Lauderdale, FL 33316
Phone (954) 522-3648
FI Bar No.: 0051683

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share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE & AGENT

The name and street address of the initial registered agent of this Corporation is,

M. David McGee, Esq.
Law Office of M. David McGee, P.A.
2930 S.W. 2nd Avenue
Ft. Lauderdale, FL 33315

I hereby am familiar with and accept the duties and responsibility as registered agent for said Corporation.


M. David McGee, Esq.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the methods prescribed in the By-Laws of the Corporation, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are as follows:

NAME	ADDRESS
M. David McGee	2930 S.W. 2 nd Avenue Ft. Lauderdale, FL 33315
Alan L. Powell	100 S.E. 11 th Avenue Ft. Lauderdale, FL 33301

ARTICLE IX - INCORPORATOR

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

NAME	ADDRESS
M. David McGee	2930 S.W. 2 nd Avenue Ft. Lauderdale, FL 33315

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Alan L. Powell 100 S.E. 11th Avenue
Ft. Lauderdale, FL 33301

ARTICLE X - AMENDMENT

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

ARTICLE XI - BY-LAWS

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

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE XIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite their names:

M. David McGee - 100 Shares.
- 2930 S.W. 2nd Avenue
- Ft. Lauderdale, FL 33315

Alan L. Powell - 100 Shares
- 100 S.E. 11th Avenue
- Ft. Lauderdale, FL 33304

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the terms within which, such shares may be offered and sold shall be further specified by the By-Laws or by subsequent written agreement among all of the shareholders in the Corporation.

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ARTICLE XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

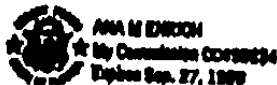
The approval of the shareholders of this Corporation to any plan of merger shall be required in every case whether or not such approval is required by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 22nd day of October, 1996.

M. David McGee
M. David McGee

The foregoing instrument was acknowledged before me this 22nd day of October, 1996, by M. David McGee, who is personally known to me or has produced _____ as identification and who did take an oath.

Notary's
Stamp



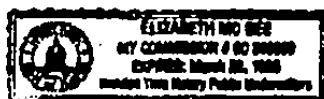
Anna M. Enrich
Notary's Signature

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 22nd day of October, 1996.

Alan L. Powell
Alan L. Powell

The foregoing instrument was acknowledged before me this 22 day of October, 1996, by Alan Powell, who is personally known to me or has produced _____ as identification and who did take an oath.

Notary's
Stamp



Elizabeth M. Bice
Notary's Signature

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