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PRESTIGE MAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 169857 82813A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : November 27, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 169857-005

CUSTOMER NO: 82813A

CUSTOMER: Ms. Roslyn Frost
FERDIE & GOUZ

Suite 215
717 Ponce De Leon Boulevard
Coral Gables, FL 33134

FILED
95 NOV 27 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

100002015771--4

DOMESTIC FILING

NAME: GRAY MATERIALS & CONTRACTING,
INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

KR
11.27.96

RECEIVED
95 NOV 27 AM 10:35
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
of
GRAY MATERIALS & CONTRACTING, INC.

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TALLAHASSEE, FLORIDA

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I
Name

The name and address of this corporation shall be: Gray Materials & Contracting, Inc., 1302 South 8th Street, Leesburg, FL 34748.

ARTICLE II
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III
Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME

Michael Gray

ADDRESS

1302 South 8th Street
Leesburg, FL 34748

The names and addresses of the Director(s) is/are:

NAME

Michael Gray

ADDRESS

1302 South 8th Street
Leesburg, FL 34748

ARTICLE V

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII

Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII

Directors

A. The business of the corporation shall be managed initially by a board of one (1) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall

equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

C. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

D. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

E. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX **Effective Date**

The date that corporate existence shall be the date of filing of these Articles of Incorporation. This election is pursuant to Florida Statute 607.0123(3).

ARTICLE X **Registered Office and Registered Agent**

The address of the initial registered office of this corporation is 1302 South 8th Street, Leesburg, FL 34748. The name of the Registered Agent of this corporation is Michael Gray at the above office address.

ARTICLE XI **Bylaws**

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 26 day of November, 1996.

Michael Gray
Michael Gray

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as Initial Registered Agent for GRAY MATERIALS & CONTRACTING, INC., as stated in these Articles of Incorporation.

Dated: November 26, 1996

Michael Gray
Michael Gray

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA