

WILLIAM A. TENWICK

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November 29, 1996

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

RE: F & D CONSTRUCTION, INC.

Dear Sir or Madam:

Please find enclosed the original and one copy of Articles of Incorporation for certification and the original registered agent designation as well as my check in the amount of \$122.50 for incorporation fees.

The corporate name had been reserved and I'm enclosing a copy of your letter to this effect dated November 5, 1996.

Thankyou for your prompt attention to this matter.

Sincerely yours,

William A. Tenwick
William A. Tenwick

WAT/wt

ENCLOSURES

FILED
96 DEC -2 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W. Same

12-5-96
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 5, 1996

WILLIAM A. TENWICK, ESQ.
4901 PALM BEACH BLVD.
SUITE 318
FT. MYERS, FL 33905

The name F & D CONSTRUCTION, INC. has been reserved for 120 days beginning November 5, 1996. The reservation number is R96000005264 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 996A00050686

ARTICLES OF INCORPORATION

OF

F & D CONSTRUCTION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, does hereby execute these Articles of Incorporation for the purpose of becoming a corporation organized under the laws of the State of Florida, by and under provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

ARTICLE I

(Name)

The name of this corporation shall be: **F & D Construction, Inc.**

ARTICLE II

(Duration)

The corporation is to commence its corporate existence on the date of filing these Articles of Incorporation with the Florida Department of State and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

(Purpose)

The general nature of the business to be transacted by this corporation is as follows: To participate in all aspects of new and remodeling construction of residential and commercial buildings as well as construction management

and consultation related thereto.

To engage in any other activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

(Stated Capital)

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V

(Preemptive Rights)

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to

others.

ARTICLE VI

All corporate powers shall be exercised by and under the authority of, and the business affairs of the corporation shall be managed under the direction of, the Board of Directors.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

The name and street address of the members of the first Board of Directors, the President, Vice President, Secretary and Treasurer who, subject to the Bylaws of the Corporation, shall hold office for the first year of the existence of the corporation, or until their successors are elected or appointed and have qualified are as follows:

NAME	ADDRESS	POSITION
RICHARD FREUND	1700 Medical Lane Ft. Myers, Fl 33907	President
FRED D. DITTMER	1700 Medical Lane Ft. Myers, Fl 33907	Secretary/ Treasurer

ARTICLE VII

(Principal Office, Initial Registered, and Registered Agent)

The principal office and mailing address of this corporation is: **1700 Medical Lane, Ft. Myers, Fl 33907.**

The street address of the initial registered office

of the corporation is: 1700 Medical Lane, Ft. Myers, Fl 33907, and the name of the initial Registered Agent of this corporation at such address is: FRED D. DITTMER.

ARTICLE VIII

(Incorporator)

The name and street address of the person signing these Articles of Incorporation is:

FRED D. DITTMER
1700 Medical Lane
Ft. Myers, Fl 33907

ARTICLE IX

(Bylaws)

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend, or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE X

(Amendment)

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

ARTICLE II

(Special/Regular Meetings)

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person by each Director.

ARTICLE III

(Miscellaneous)

No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.


IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.


FRED D. DITTMER

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared FRED D. DITTMER, who is personally known to me and who, without an oath, executed the foregoing instrument and acknowledged before me the execution thereof.

WITNESS my hand and official seal this 27th day of November, 1996.


Notary Public
(5)

WILLIAM A. TENWICK
Notary Public - State of Florida
My Commission Expires May 7, 2000
Commission # CC563326

ACCEPTANCE BY REGISTERED AGENT

FRED D. DITTMER, Registered Agent, having been named
accept service of process for the above stated corporation,
at the place designated in these Articles of Incorporation,
hereby accepts to act in this capacity and agrees to comply
with the provisions of said Act relative to keeping open
said office.


FRED D. DITTMER

FILED
96 DEC -2 PM 12:40
TALLAHASSEE FLORIDA
SECRETARY OF STATE