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LAW OFFICES OF

*Richard B. Austin*

300 ROCHESTER BUILDING  
8390 NORTHWEST 53RD STREET  
MIAMI, FLORIDA 33166

FILE NO:

TELEPHONE 592-0036  
AREA CODE 305

FEDERAL EXPRESS  
Airbill No.

December 12, 1996

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\*\*\*122.50 \*\*\*122.50

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

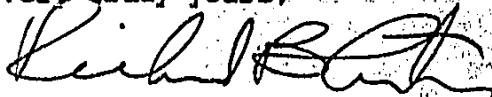
Re: Filing Articles of Incorporation for:  
PREFERRED MAINTENANCE OF THE PALM BEACHES, INC.

Ladies and Gentlemen:

Enclosed herewith please find the original and one (1)  
additional copy of the Articles of Incorporation of  
Preferred Maintenance of the Palm Beaches, Inc.  
to be filed with your office at your earliest convenience.

I also enclose my Law Account Check No. 24543, payable to the  
order of the Secretary of State, State of Florida, in the  
amount of \$122.50 to cover the filing fees, etc., of the above.

Very truly yours,



RICHARD B. AUSTIN, Esq.  
RBA/gd  
Enclosures - Check  
cc: Steven E. Bogaards, President

FILED  
96 DEC 16 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12-19-96  
KR

ARTICLES OF INCORPORATION

OF

PREFERRED MAINTENANCE OF THE PALM BEACHES, INC.

FILED  
95 DEC 16 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:

PREFERRED MAINTENANCE OF THE PALM BEACHES, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

Any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) shares of common stock having a par value of Ten (\$10.00) Dollars per share.

ARTICLE IV - INITIAL STOCK

The amount of capital with which this corporation will begin business is:

Five Hundred (\$500.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI - ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is Suite 300 Rochester Building, 8390 N.W. 53rd Street, Miami, Florida (Dade County) Zip Code is 33166. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This corporation shall have One (1) director initially, and never more than twelve (12) directors. The number of directors

## ARTICLE IX - SUBSCRIBERS

The names and post office address of the subscribers to these Articles of Incorporation are:

RICHARD B. AUSTIN  
Suite 300, Rochester Building  
8390 N.W. 53rd Street  
Miami, Florida 33166

## ARTICLE X

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the stockholders is subject to this reservation.

The initial By-Laws of this corporation shall be adopted by the Directors. The By-Laws may be amended from time to time by either the stockholders or the directors, but the directors may not alter or amend any By-Laws adopted by the Stockholders.

Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

The stockholders may, by By-Laws provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objections at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his, or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any

ARTICLE XI


The corporation shall indemnify any director, officer or employee or any former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a part by reason of being or having been such a director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. The corporation may also reimburse to any director, officer or employee the reasonable cost of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any By-Law agreement, vote of shareholders, or otherwise.

ARTICLE XII - RESIDENT AGENT

The resident agent to accept service of process on behalf of the corporation shall be:

RICHARD B. AUSTIN  
Suite 300, Rochester Building  
8390 N.W. 53rd Street  
Miami, Florida 33166

AGREED AND CONSENTED TO:



\_\_\_\_\_

ARTICLE XIII - REGISTERED OFFICE AGENT

The street address of the corporation's initial registered office and the name of its initial resident agent at such address is:

RICHARD B. AUSTIN  
Suite 300, Rochester Building  
8390 N.W. 53rd Street  
Miami, Florida 33166

ARTICLE XIV - AMENDMENTS

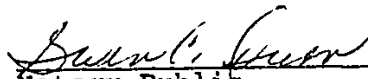
The Articles of Incorporation may be amended in the manner approved by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and

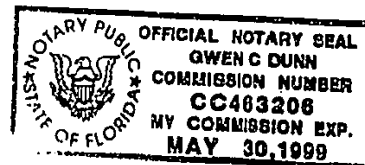
STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized to take acknowledgments in the State and County of aforesaid, personally appeared RICHARD B. AUSTIN, to me known to be the person(s) described as subscriber(s) in and who executed the foregoing Articles of Incorporation, and he (they) acknowledged before me that he (they) subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 12th day of December, 1996.

  
\_\_\_\_\_  
Notary Public (SEAL)  
State of Florida at Large  
My Commission expires:



FILED  
96 DEC 16 AM 9:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA