

MICHAEL A. BAVIELLO, JR., P.A.
ATTORNEY AT LAW

P97000005499

Via Certified Mail Receipt No. Z 186 283 983

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Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: **BARIL CONSTRUCTION, INC.**

Dear Clerk:

Enclosed please find an original and one copy of Articles of Incorporation for the above named corporation. We also enclose our check in the amount of \$122.50 representing the

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent	\$ 35.00
Total	\$122.50

EFFECTIVE DATE
1-9-97

Please process this at your earliest convenience and return the certified copy of the Articles to this office.

Thank you for your assistance. If you have any questions, please do not hesitate in contacting us.

Very truly yours,


Michael A. Baviello, Jr.
For the Firm

MAB/JB

cc: Client

98-555\BARIL,INC\CO1001.097

**ARTICLES OF INCORPORATION
OF
BARIL CONSTRUCTION, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1. NAME AND ADDRESS.

The name of the Corporation is **BARIL CONSTRUCTION, INC.**. The principal office and mailing address of the Corporation shall be 152 Capri Blvd., Naples, Florida 34113.

ARTICLE 2. DURATION.

The duration of the Corporation is perpetual.

EFFECTIVE DATE
1-9-97

ARTICLE 3. PURPOSE.

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act (Chapter 607 of the Florida Statutes). No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. To conduct and carry on the business of general contracting and remodeling commercial and/or residential building. To install, erect, alter, repair or do any other work in connection with any class(es) of buildings and improvements of any kind and/or nature whatsoever, including the building, rebuilding, alteration, repairing or improvement of houses, warehouses, factories, buildings, works or edifications of every kind and description whatsoever, whether public or private, and/or to integral parts thereof. To achieve these purposes, to solicit, make estimates, bid upon, obtain, make,

perform, enter into, and carry out contracts or agreements encompassing the building and contracting business and the associated work connected therewith.

D. To manufacture, buy, sell, invest, trade, import, export and deal in all kinds of tool(s), material(s), product(s), manufactured or unmanufactured, iron, steel, wood, brick, cement, granite, stone or other products and materials, natural or synthetic, including the quarrying of stone.

E. To operate, manage, improve, repair, rent, lease, own, acquire, sell, assign, mortgage, hypothecate and otherwise deal in real property and its appurtenances and fixtures and to deal in direct interest, partnership interests, shareholders interests and joint venture interests which represent shares in such property and to build or contract for the building of buildings and other structures on such property.

ARTICLE 4. COMMENCEMENT OF CORPORATE EXISTENCE

According to § 607.0203, Florida Statutes, corporate existence shall commence the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon the filing by the Department of State. In either case, the Corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE 5. AUTHORIZED SHARES

1. The Corporation is authorized to issue one class of shares, which shall be called common shares. The maximum number of shares, that the Corporation is authorized to have outstanding at any one time, is SEVEN THOUSAND FIVE HUNDRED (7,500) shares having a par value of \$1.00 per share. The Board of Directors shall issue common shares for at least par value, or any amount in excess of par value which the Board of Directors deems proper.

2. A shareholder shall be entitled to one (1) vote per common share on each matter submitted to a vote at a shareholders' meeting. In the event of a dissolution of the Corporation, a shareholder shall be entitled to receive his or her proportionate share of the net assets of the

Corporation based on a ratio of the shareholder's number of common shares to the total number of issued and outstanding common shares.

3. No shareholder of the Corporation shall enter into a voting trust or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his or her shares.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial Registered Office of the Corporation is **1025 Fifth Avenue North, Naples, Florida 34102**, and the name of its initial Registered Agent at that address is **MICHAEL A. BAVIELLO, JR., ESQUIRE**. The Board of Directors may, at any time, change either the registered office to any other address in Florida or the registered agent.

ARTICLE 6. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. An individual may serve as a Director of the Corporation even though the individual is not a shareholder of the Corporation. The Directors shall be elected by the shareholders of the Corporation. No Director shall receive compensation for the performance of the duties of Director.

ARTICLE 7. INITIAL BOARD OF DIRECTORS.

The number of Directors constituting the initial Board of Directors is four. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

MICHAEL D. BARIL

152 Capri Blvd., Naples, Florida 34113

ARTICLE 8. OFFICERS

The Corporation shall have a President, Vice President, Secretary and Treasurer. In addition,

the Corporation may have additional and assistant officers. Any two or more offices may be held by the same person. Moreover, the Board of Directors shall establish and set the salaries of all officers of the Corporation.

ARTICLE 9. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

ARTICLE 10. QUORUM REQUIREMENTS

A quorum requirement at a shareholders' meeting shall consist of two-thirds (2/3) of the shares entitled to vote represented in person. If a quorum is present, then an affirmative vote by a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be an act of the shareholders of the Corporation.

ARTICLE 11. INCORPORATORS.

The name and address of each Incorporator is as follows:

MICHAEL D. BARIL

152 Capri Blvd., Naples, Florida 34113

ARTICLE 12. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 13. INDEMNIFICATION

The Corporation shall indemnify each Officer, Director, including former Officers and Directors, as well as shareholders of the Corporation, to the full extent permitted by law, including but not limited to § 607.0850, Florida Statutes, or any successor statute.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this


9th day of January, 1997.

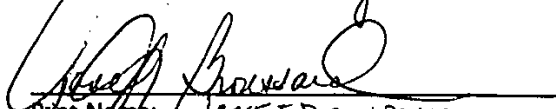

MICHAEL D. BARIL

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared MICHAEL D. BARIL, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 9th day of January, 1997.

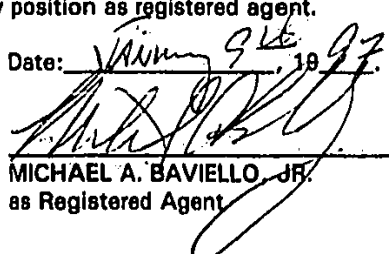
 Janet Hroussard
Notary Public, State of Florida
Commission No. CC 523360
My Commission Expires 01/08/00
1-800-3-NOTARY - Fla. Notary Service


Print Name: JANET BROUSSARD
NOTARY PUBLIC, State of Florida at Large
My Commission number is: CC 523360
My Commission expires: 1/8/00

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: January 9th, 1997.


MICHAEL A. BAVIELLO, JR.
as Registered Agent

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FILED
97 JAN 14 AM 9:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA