

P97000008543



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 238994 83049A

AUTHORIZATION :

COST LIMIT : \$ ~~122.50~~

Repaid

ORDER DATE : January 28, 1997

ORDER TIME : 10:58 AM

ORDER NO. : 238994-005

EFFECTIVE DATE

1-24-97

CUSTOMER NO: 83049A

CUSTOMER: C.lina Kell, Esq
BAMMAN AND GIUNTA

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****122.50 ****122.50

2189 Southeast 9th Street

Pompano Beach, FL 33062

DOMESTIC FILING

NAME: KNOCK-OUT CONSTRUCTION, INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

97 JAN 28 AM 10:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JAN 28 PM 12:14
TALLAHASSEE, FLORIDA

1/28
1-29-97

ARTICLES OF INCORPORATION

OF

KNOCK-OUT CONSTRUCTION, INC.

EFFECTIVE DATE
1-24-97

FILED
97 JAN 28 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is **KNOCK-OUT CONSTRUCTION, INC.**

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).

Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE V
PRE-EMPTIVE RIGHTS

Each Shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants, or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VI
BUSINESS ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The initial address of the business of the Corporation shall be: **3420 N.E. 16 Terrace, unit #4, Pompano Beach, Florida 33064**; the principal place of business of the corporation shall be **BROWARD COUNTY, FLORIDA**.

ARTICLE VII
INITIAL REGISTERED AGENT AND OFFICE OF THE REGISTERED AGENT

The initial registered agent of this corporation is **WENDY PROVOST**, and the address of the initial registered agent of this corporation is **3420 N.E. 16 Terrace, Unit #4, Pompano Beach, Florida 33064**.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall initially have one director. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the directors and officers of this corporation are:

PRESIDENT/SECRETARY/TREASURER/DIRECTOR
KENNETH OYSTER
3420 N.E. 16 Terrace, Unit #4
Pompano Beach, Florida 33064

ARTICLE IX
INCORPORATORS

The name and address of the incorporator of these Articles of Incorporation is:

KENNETH OYSTER
3420 N.E. 16 Terrace, Unit # 4
Pompano Beach, Florida 33064

ARTICLE X
TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in any way affected by the fact that such Director or Directors have or may have interest therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation;

PROVIDED, HOWEVER, that in any such case the fact of such interest shall be disclosed to the other Directors or shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. PROVIDED, also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time were fair.

ARTICLE XI
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a Director or Officer of the corporation (said expenses to include attorneys fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a Director or Officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or Officer.

ARTICLE XII
EFFECTIVE DATE

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, corporation existence shall begin when these Articles are filed with the Department of State.

ARTICLES XIII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to a vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIV
CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a Shareholders' Meeting. If all of the Directors, severally, or collectively, likewise consent in writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

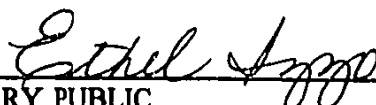
IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 24 day of January, 1997.


KENNETH OYSTER

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me a Notary Public, duly authorized to take acknowledgments in the State and County set forth above, personally appeared KENNETH OYSTER, who has produced license as identification, and acknowledged before me that he executed the foregoing Articles of Incorporation.

WITNESS my hand and seal this 24th day of January, 1997.


NOTARY PUBLIC



ETHEL IZZO
My Commission CC477106
Expires Jun. 28, 1999
Bonded by ANB
800-852-5878

CERTIFICATE OF REGISTERED AGENT

This is a certificate designating place of business or domicile for the service of process within Florida and naming agent upon whom process may be served.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

First, that **KNOCK-OUT CONSTRUCTION, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at **3420 N.E. 16 Terrace, Unit #4, Pompano Beach, Florida 33064** has named **WENDY PROVOST**, of **3420 N.E. 16 Terrace, Unit #4, Pompano Beach, Florida 33064**, as its registered agent to accept service of process within Florida.


CORPORATE OFFICER

TITLE: President

DATE: 1/24/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


REGISTERED AGENT

DATE: 1/24/97

FILED
97 JAN 28 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA