

P9700000

9037

1/23/96

FILED
JAN 24 AM 8:47
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
DIVISION OF INCORPORATION
P.O. BOX 6327
TALLAHASSEE, FL. 32314

400002068314--6
-01/24/97--01101--002
*****70.00 *****70.00

DEAR SIR OR MADAM,

ENCLOSED YOU WILL FIND ONE ORIGINAL SET OF NOTARIZED ARTICLES
OF INCORPORATION FOR "WOOD BROTHERS CONSTRUCTION, INC." AND
ONE DUPLICATE COPY OF THE ORIGINAL ARTICLES.

ALSO INCLUDED IS A POSTAL MONEY ORDER IN THE AMOUNT OF \$70.00
TO COVER THE INCORPORATION FEE.

I TRUST YOU WILL FIND EVERY THING IN ORDER AS SUBMITTED, HOWEVER
IF THERE ARE ANY QUESTIONS PLEASE CALL ME AT (954) 349-4816.

THANK YOU,

Ernest P. Wood II
ERNEST P. WOOD II

15837 E. WIND CIRCLE
SUNRISE, FL. 33326
(954) 349-4816

797 4825

F. CHETANA JAN 30 1997.

**ARTICLES OF INCORPORATION
OF
WOOD BROTHERS CONSTRUCTION, INC.**
(Name of Corporation)

FILED
JAN 24 AM 8:47
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, BEING A NATURAL PERSON, DOES HEREBY ACT AS INCORPORATOR IN ADOPTING THE FOLLOWING ARTICLES OF INCORPORATION FOR THE PURPOSE OF ORGANIZING A STOCK CORPORATION PURSUANT TO THE PROVISIONS OF THE STATE OF FLORIDA STOCK CORPORATION ACT:

ARTICLE I: NAME AND PRINCIPAL OFFICE.

THE NAME OF THE CORPORATION (HEREINAFTER CALLED THE CORPORATION) IS **WOOD BROTHERS CONSTRUCTION, INC.**, AND ITS INITIAL PRINCIPAL OFFICE IS LOCATED AT 10174 N. MAJOR WAY, CITRUS SPRINGS, FL. 34434. IN THE COUNTY OF CITRUS.

ARTICLE II: TERM OF EXISTENCE.

THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

ARTICLE III: CORPORATE PURPOSE.

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED, WHICH SHALL INCLUDE THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER THE PROVISIONS OF THE STATE OF FLORIDA STOCK CORPORATION ACT, ARE AS FOLLOWS:

CORPORATE PURPOSES: TO ENGAGE IN THE CONSTRUCTION, SERVICE & REPAIR, AND REMODELING OF BUILDINGS AND PUBLIC WORKS OF ALL KINDS, AND FOR THE IMPROVEMENT OF REAL ESTATE, AND THE DOING OF ANY OTHER BUSINESS AND CONTRACTING WORK INCIDENTAL TO OR CONNECTED WITH SUCH WORK, INCLUDING DEMOLITION.

IN ADDITION, THE FORGOING PURPOSES AND ACTIVITIES WILL BE INTERPRETED AS EXAMPLES ONLY AND NOT AS LIMITATIONS, AND NOTHING THEREIN SHALL BE DEEMED AS PROHIBITING THE CORPORATION FROM EXTENDING ITS ACTIVITIES TO ENGAGE IN ANY OTHERWISE PERMISSIBLE LAWFUL BUSINESS PURPOSES OR ACTIVITIES FOR WHICH A CORPORATION MAY BE ORGANIZED UNDER THE GENERAL CORPORATION LAW OF THE STATE OF FLORIDA.

TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSES, ALL OF THE POWERS CONFERRED UPON BUSINESS CORPORATIONS ORGANIZED UNDER THE STATE OF FLORIDA STOCK CORPORATION ACT.

ARTICLE IV: CAPITAL STOCK.

THE TOTAL NUMBER OF SHARES OF CAPITAL STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS 5000 SHARES OF COMMON STOCK AT NO PAR VALUE.

WITH RESPECT TO VOTING POWERS, EXCEPT AS OTHERWISE REQUIRED BY THE LAWS OF THE STATE OF FLORIDA, THE HOLDERS OF COMMON STOCK SHALL POSSESS ALL VOTING POWERS FOR ALL PURPOSES INCLUDING, BY WAY OF ILLUSTRATION AND NOT LIMITATION, THE ELECTION OF DIRECTORS AND ANY PROCEEDINGS IN WHICH ACTIONS SHALL BE TAKEN BY THE CORPORATION OR THE STOCKHOLDERS THEREOF AND SHALL BE ENTITLED TO NOTIFICATION AS TO ANY MEETING OF THE BOARD OF DIRECTORS OR THE STOCKHOLDERS. THE SHAREHOLDERS OF COMMON STOCK SHALL HAVE PRE-EMPTIVE RIGHTS TO ACQUIRE UNISSUED OR TREASURY SHARES OF THE CORPORATION.

ARTICLE V: PRE-EMPTIVE RIGHTS.

NO HOLDER OF ANY OF THE SHARES OF ANY CLASS OF THE CORPORATION SHALL BE ENTITLED AS OF RIGHT TO SUBSCRIBE FOR, PURCHASE, OR OTHERWISE ACQUIRE ANY SHARES OF ANY CLASS OF THE CORPORATION WHICH THE CORPORATION PROPOSES TO ISSUE OR ANY RIGHTS OR OPTIONS WHICH THE CORPORATION PROPOSES TO GRANT FOR THE PURCHASE OF SHARES OF ANY CLASS OF THE CORPORATION OR FOR THE PURCHASE OF ANY SHARES, BONDS, SECURITIES, OR OBLIGATIONS OF THE CORPORATION WHICH ARE CONVERTIBLE INTO OR EXCHANGEABLE FOR, OR WHICH CARRY ANY RIGHTS, TO SUBSCRIBE FOR, PURCHASE, OR OTHERWISE ACQUIRE SHARES OF ANY CLASS OF THE CORPORATION; AND ANY AND ALL OF SUCH SHARES, BONDS, SECURITIES, OR OBLIGATIONS OF THE CORPORATION, WHETHER NOW OR HEREAFTER AUTHORIZED OR CREATED, MAY BE ISSUED, OR MAY BE REISSUED OR TRANSFERRED IF THE SAME HAVE BEEN REACQUIRED AND HAVE TREASURY STATUS, AND ANY AND ALL OF SUCH RIGHTS AND OPTIONS MAY BE GRANTED BY THE BOARD OF DIRECTORS TO SUCH PERSONS, FIRMS, CORPORATIONS, AND ASSOCIATIONS, AND FOR SUCH LAWFUL CONSIDERATION, AND ON SUCH TERMS, AS THE BOARD OF DIRECTORS IN ITS DISCRETION MAY DETERMINE, WITHOUT FIRST OFFERING THE SAME, OR ANY THEREOF, TO ANY SAID HOLDER.

ARTICLE VI: SPECIAL PROVISIONS.

THE CORPORATION SHALL, TO THE FULLEST EXTENT PERMITTED BY THE PROVISIONS OF THE STATE OF FLORIDA STOCK CORPORATION ACT, AS THE SAME MAY BE AMENDED AND SUPPLEMENTED, INDEMNIFY ANY AND ALL PERSONS WHOM IT SHALL HAVE POWER TO INDEMNIFY UNDER SAID PROVISIONS FROM AND AGAINST ANY AND ALL OF THE EXPENSES, LIABILITIES, OR OTHER MATTERS REFERRED TO IN OR COVERED BY SAID PROVISIONS, AND THE INDEMNIFICATION PROVIDED FOR HEREIN SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH THOSE INDEMNIFIED MAY BE ENTITLED UNDER ANY BYLAW, VOTE OF STOCKHOLDERS, OR DISINTERESTED DIRECTORS, OR OTHERWISE, BOTH AS TO ACTION IN HIS OR HER OFFICIAL CAPACITY AND AS TO ACTION WHILE HOLDING SUCH OFFICE, AND SHALL CONTINUE AS TO A PERSON WHO HAS CEASED TO BE A DIRECTOR, OFFICER, EMPLOYEE, OR AGENT AND SHALL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS, AND ADMINISTRATORS OF SUCH A PERSON.

ARTICLE VII: REGISTERED OFFICE AND AGENT.

THE POST OFFICE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF FLORIDA IS 15837 E. WIND CIRCLE, SUNRISE FL. 33326. THE NAME OF THE COUNTY IN THE STATE OF FLORIDA IS BROWARD COUNTY.

THE NAME OF THE INITIAL REGISTERED AGENT OF THE CORPORATION AT SUCH ADDRESS IS ERNEST P. WOOD II . HIS BUSINESS OFFICE IS IDENTICAL WITH THE INITIAL REGISTERED OFFICE OF THE CORPORATION AS SET FORTH ABOVE.

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE REGISTERED OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

ARTICLE VIII: DIRECTORS.

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS IS FOUR (4). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS MEMBERS OF THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION ARE AS FOLLOWS:

NAME	ADDRESS
ERNEST P. WOOD II	15837 E. WIND CIRCLE SUNRISE, FL. 33326
ALBERT L. WOOD	10174 N. MAJOR WAY CITRUS SPRINGS, FL. 34434
RITA D. WOOD	15837 E. WIND CIRCLE SUNRISE, FL. 33326
BARBRA J. WOOD	10174 N. MAJOR WAY CITRUS SPRINGS, FL. 34434

ARTICLE IX: 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 VOTE THEREON.

THE PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION SHALL BE SET FORTH IN THE BYLAWS.

DATED: 1/23/97

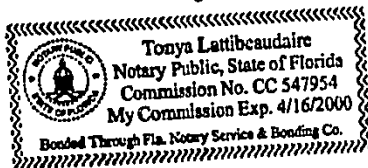
IN WITNESS WHEREOF, THE UNDERSIGNED BEING THE INCORPORATOR OF THIS CORPORATION HAS EXECUTED THESE ARTICLES OF INCORPORATION.

Ernest P. Wood II
(Incorporator)

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED ERNEST P. WOOD II, TO ME KNOWN TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FORGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE SAME FOR THE USES AND PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL IN THE STATE AND COUNTY NAMED ABOVE THIS 23rd DAY OF January, 1997.



Tonya Lattibaudaire
NOTARY PUBLIC
MY COMMISSION EXPIRES TONYA LATTIBEAUDAIRE #077125

ACCEPTANCE BY REGISTERED AGENT

ERNEST P. WOOD II, HAVING BEEN NAMED AS THE REGISTERED AGENT IN THE FOREGOING ARTICLES OF INCORPORATION OF WOOD BROTHERS CONSTRUCTION, INC., TO ACCEPT SERVICE OF PROCESS FOR THE CORPORATION AT 15837 E. WIND CIRCLE, SUNRISE, FLORIDA 33326 AND HEREBY AGREES TO ACT AS THE REGISTERED AGENT AND COMPLY WITH THE LAWS OF THE STATE OF FLORIDA RELATIVE TO SUCH POSITION.

Ernest P. Wood II
REGISTERED AGENT