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PLEASE REPLY TO:  
POST OFFICE DRAWER 2366  
WINTER PARK, FLORIDA 32790-2366  
FACSIMILE (407) 740-0310

SUZANNE BARKETT  
*Of Counsel*

February 24, 1997

VIA FEDERAL EXPRESS

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

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-02/25/97--01125--005  
\*\*\*\*\*131.25 \*\*\*\*\*131.25

Re: Articles of Incorporation of *International Construction Holding Corporation*

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of International Construction Holding Corporation, together with a check for \$122.50 to cover the filing fee, fee for designation of registered agent, certified copy fee and for a certificate of status.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed within five working days from date of letter.

Once the Articles of Incorporation have been filed, please return the certified copy to this office. Please issue a certificate of status and send it to this office.

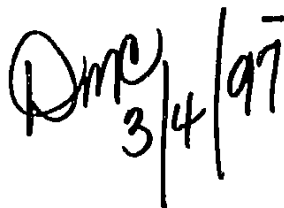
Sincerely yours,

  
WILLIAM P. WEATHERFORD, JR.

WPWjr:dad  
Enclosures  
cc: Mr. Gregory A. Dessert  
E:\WPW\97-0004\ART-INC.LTR

EFFECTIVE DATE

2-24-97



FILED  
97 FEB 25 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL CONSTRUCTION HOLDING CORPORATION

FILED  
97 FEB 25 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

EFFECTIVE DATE

2-24-97

The name of this Corporation shall be INTERNATIONAL CONSTRUCTION HOLDING CORPORATION.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 202 Lookout Place, Suite 100, Maitland, Florida 32751.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 202 Lookout Place, Suite 100, Maitland, Florida 32751. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Gregory A. Dessert. The Board of Directors may from time to time designate a new registered agent.

#### ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Gregory A. Dessert	202 Lookout Place, Suite 100 Maitland, Florida 32751

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Gregory A. Dessert	202 Lookout Place, Suite 100 Maitland, Florida 32751
William N. Parramore	202 Lookout Place, Suite 100 Maitland, Florida 32751

#### ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, this 24<sup>th</sup> day of February, 1997.

  
GREGORY A. DESSERT

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature:

  
GREGORY A. DESSERT

Date: February 24, 1997

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