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Attorney at Law

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Naples, Florida 34109

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March 31, 1997

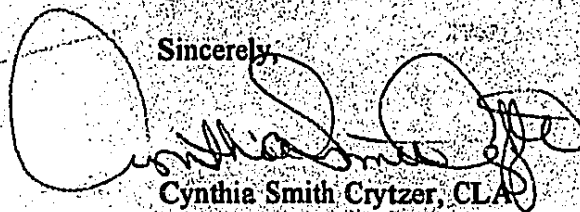
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

400002132244--7  
-04/03/97--01027--002  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Ms. Mortham:

Enclosed please find the Articles of Incorporation for Phoenix Construction of South Florida, Inc., a copy of said Articles, the Registered Agent's Certificate and a check in the amount of \$122.50 representing your filing fee. Thank you for your assistance with this matter. If you have any questions, feel free to call me.

Sincerely,



Cynthia Smith Crytzer, CLA  
Certified Legal Assistant

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -3 AM 10:00

B. BROWN APR - 4 1997

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -3 AM 10:00

**ARTICLES OF INCORPORATION**  
**OF**  
**PHOENIX CONSTRUCTION OF SOUTH FLORIDA, INC.**

The undersigned subscriber to these Articles of Incorporation, Dale S. Mosher, being a natural person competent to contract, hereby acknowledges and files these ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**CORPORATE NAME**

The name of this Corporation is PHOENIX CONSTRUCTION OF SOUTH FLORIDA, INC.. The principal office and mailing address of the corporation is 4100 Corporate Square Blvd., #128, Naples, Florida 34114

**ARTICLE II**

**DURATION**

The Corporation shall have perpetual existence, commencing upon the filing of these articles with the Florida Secretary of State.

**ARTICLE III**

**PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

The Corporation is authorized to issue 7500 shares of \$1.00 par value stock, which shall be designated "common shares." The stock of the Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations

issued thereunder. Such actions as are necessary will be taken by the officers of this Corporation in order to qualify under Section 1244. This Corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

#### **ARTICLE V**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 5455 Jaeger Road, Suite B, Naples, Florida 34109, and the name of the initial registered agent of the Corporation at that address is Charles C. Lehman. The Directors of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

#### **ARTICLE VI**

##### **DIRECTORS**

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for the term provided in the By-Laws or until their successors have been duly elected and qualified.

#### **ARTICLE VII**

##### **INITIAL BOARD OF DIRECTORS**

The following shall constitute the initial Board of Directors of this Corporation:

DALE S. MOSHER  
4100 Corporate Square Blvd.  
#128  
Naples, Florida

**KEVIN McVICKER**  
4100 Corporate Square Blvd.  
#128  
Naples, Florida

**RANDY L. JOHNS**  
4100 Corporate Square Blvd.  
#128  
Naples, Florida

**BRIAN M. HOWELL**  
4100 Corporate Square Blvd.  
#128  
Naples, Florida

**ARTICLE VIII**  
**INCORPORATORS**

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Dale S. Mosher	4100 Corporate Square Blvd., Suite 128, Naples, Florida

**ARTICLE IX**

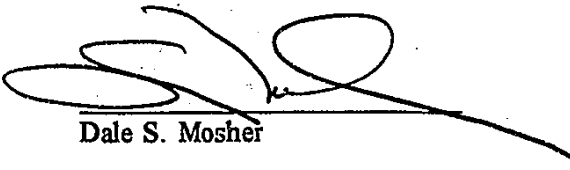
**BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of  
Directors and the Shareholders in the manner provided by the laws of the State of Florida.

**ARTICLE X**  
**AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

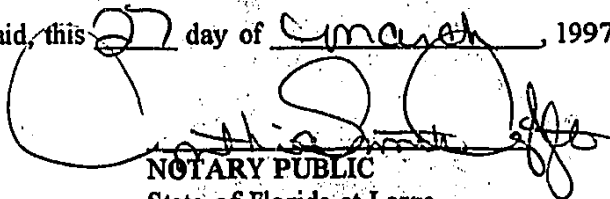
IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation this 27 day of March, 1997.

  
Dale S. Mosher

STATE OF FLORIDA  
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Dale S. Mosher, known to me and known by me to the person(s) who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27 day of March, 1997.

  
NOTARY PUBLIC  
State of Florida at Large

(SEAL)

OFFICIAL NOTARY SEAL  
CYNTHIA SMITH CRYTZER  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC439565  
MY COMMISSION EXP. FEB. 28, 1999

My commission expires:  
Personally

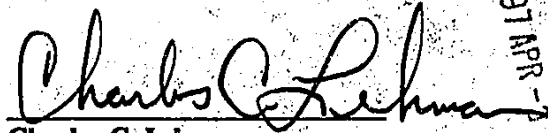
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance  
with said Act:

That PHOENIX CONSTRUCTION OF SOUTH FLORIDA, INC., desiring to organize  
under the laws of the State of Florida with its principal office, as indicated in the Articles of  
Incorporation in the County Collier, State of Florida, has named Charles C. Lehman located at  
5455 Jaeger Road, Suite B, Naples, Florida 34109, as its agent to accept service of process  
within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process of the above stated Corporation, at  
place designated in this Certificate, I hereby accept to act in this capacity, and agree to  
comply with the provision of said Act relative to keeping open said office.

  
Charles C. Lehman

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
91 APR - 4 AM 10:00