

Savage-Gaston,

Hogan

Hargrove, P.A.

97 APR 29 AM 10: 01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Joyce Savage-Gaston

Jeffrey D. Hogan\*

Charles D. Hargrove\*\*

\* Also admitted in Connecticut

\*\* Also admitted in the  
District of Columbia

OF COUNSEL

Jodi M. Anderson, Via Certified Mail P 057 627 020

LL.M., Taxation

April 25, 1997

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\*\*\*122.50 \*\*\*122.50

Sandra Mortham  
Secretary of State  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

Re: Incorporation Documents of V'Nice Construction, Inc.

Dear Ms. Mortham:

Please find enclosed the following documents regarding the corporate formation of the above-referenced for-profit corporation:

1. An original and copy of the Articles of Incorporation;
2. A Certificate of Designation of Registered Agent/Registered Office; and,
3. A check in the amount of \$122.50, payable to the Secretary of State, covering the costs of the corporate filing fee of \$35.00, the certified copy of the \$52.50, and the registered agent/office fee of \$35.00.

801  
North  
Magnolia  
Avenue

Sulte 402

Orlando, Florida  
32803-3851

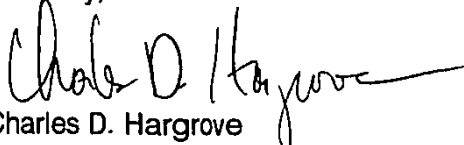
Telephone  
407-648-8882

Fax  
407-872-5755

PH  
5/1/97

Please send any communications regarding the above-referenced matter to the undersigned.

Sincerely,



Charles D. Hargrove

atm

Enclosures

**ARTICLES OF INCORPORATION  
OF  
V'NICE CONSTRUCTION, INC.**

FILED  
97 APR 29 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator is forming a for-profit corporation in accordance with Chapter 607 of the Florida Statutes and adopts the following articles of corporation.

**ARTICLE I  
NAME**

The name of the corporation is V'NICE CONSTRUCTION, INC.

**ARTICLE II  
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of V'NICE CONSTRUCTION, INC.'s, principal office is 1049 Petal Court, Orlando, Florida 32818. The name of the initial registered agent of this Corporation is Joyce Savage-Gaston, Attorney At Law, of the Law Offices of Savage-Gaston, Hogan & Hargrove, P.A., located at 801 North Magnolia Avenue, Ste. 402, Florida 32803-3851.

**ARTICLE III  
DURATION**

The period of the Corporation's duration shall be perpetual or until dissolved pursuant Chapter 607 of the Florida Statutes.

**ARTICLE IV  
PURPOSE**

This corporation is organized for the following purposes:

- A. To engage in the business of construction management services.
- B. To own property, enter contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.
- C. To operate as a for-profit business to exercise all rights and powers conferred by the laws of the State of Florida upon for-profit corporations, including without limiting the generality of the foregoing, to make contracts, incur liabilities, or transact any lawful business within and without the State of Florida.

**ARTICLE V  
DIRECTORS**

The name and address of each initial Director of the VNICE CONSTRUCTION, INC., is as follows:

VERNICE ATKINS BRADLEY	1049 Petal Court Orlando, FL 32818
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**ARTICLE VI  
OFFICERS**

The officers of VNICE CONSTRUCTION, INC., shall consist of a president, secretary, and treasurer. The name, address, and title of each initial Officer of the Corporation is as follows:

VERNICE ATKINS BRADLEY	1049 Petal Court Orlando, FL 32818 President, Secretary and Treasurer
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**ARTICLE VII  
CAPITAL STOCK**

The total number of shares of stock which VNICE CONSTRUCTION, INC., shall be authorized to issue or have outstanding at any one time is 1,000 shares. These shares shall be of a single class of common stock and have a value of \$1 per share.

**ARTICLE VIII  
CORPORATE POWERS**

VNICE CONSTRUCTION, INC., shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.

**ARTICLE IX  
INCORPORATOR**

The name and street address of the person signing these articles of incorporation as an incorporator is:

Name  
VERNICE ATKINS BRADLEY

Address  
1049 Petal Court  
Orlando, FL 32818

FILED  
97 APR 29 AM 10: 01  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

The undersigned incorporator of V'NICE CONSTRUCTION, INC., has executed these articles of incorporation at the Law Offices of Savage-Gaston, Hogan & Hargrove, P.A., 801 North Magnolia Avenue, Ste. 402, Orlando, Florida 32803-3851, on this 25th day of April, 1997.

Vernice Atkins-Bradley  
VERNICE ATKINS- BRADLEY

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

FILED

97 APR 29 AM 10:01

Pursuant to the provisions of sections 607.0501, Florida Statutes, the corporation described herein and organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the Corporation is:

**V'NICE CONSTRUCTION, INC.**

The name and address of the registered agent and office is:

**JOYCE SAVAGE-GASTON, ATTORNEY AT LAW  
SAVAGE-GASTON, HOGAN & HARGROVE, P.A.  
801 NORTH MAGNOLIA, SUITE 402,  
ORLANDO, FLORIDA 32803-3851**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACED DESIGNATED IN THIS CERTIFICATE, I HEREBY 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: April 25, 1997

SIGNATURE:

  
**JOYCE SAVAGE-GASTON**