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ATTORNEYS AT LAW

BLAKE, TORRES & MULLER, P.A.

GLENN M. BLAKE, Esq.
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May 6, 1997

Division of Corporations
New Filings Section
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

000002171040-1
-05/08/97--01031--003
*****70.00 *****70.00

Re: Cameo Construction Managers, Inc.

To Whom It May Concern:


Please find enclosed original and one copy of Articles of Incorporation of Cameo Construction Managers, Inc. for filing, together with our firm's check for \$70.00.

Kindly return the duplicate copy to me following filing.

Your cooperation in this matter is greatly appreciated.

Yours truly,

BLAKE, TORRES & MULLER, P.A.



John D. Hasler
For the Firm
JDH/paf

Enclosure

FILED
97 MAY -8 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CAMEO CONSTRUCTION MANAGERS, INC.**

FILED
97 MAY -8 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is CAMEO CONSTRUCTION MANAGERS, INC..

ARTICLE II

This corporation shall have perpetual existence, commencing as of the time these ARTICLES are filed by the Department of State, Division of Corporations.

ARTICLE III

This corporation is formed for the purposes of designing, planning and marketing of business and commercial structures. It shall also be empowered to transact and perform any and all lawful businesses for which corporations may be authorized under the Laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue one thousand shares of common stock with each share having a par value of ten dollars (\$10.00).

ARTICLE V

The corporation shall have one director.* The initial director is:
TOM R. YOUNG 9816 S. Ocean Drive, #7 Jensen Beach, FL 34957

*This director will serve until the first election of directors, under the provisions set forth in the corporate by-laws to be adopted.

ARTICLE VI

The names and addresses of the persons signing the ARTICLES:

TOM R. YOUNG 9816 S. Ocean Drive, #7 Jensen Beach, FL 34957

ARTICLE VII

The address of the initial registered office shall be 9816 S. Ocean Drive, #7 Jensen Beach, FL 34957 and the initial registered agent at that address is TOM R. YOUNG.

ARTICLE VIII

The corporation reserves the right to amend or repeal any provisions contained in these ARTICLES or any amendment under the laws of the State of Florida.

IN WITNESS WHEREOF the undersigned subscribers have executed these ARTICLES OF INCORPORATION this 5th day of April, 1997.

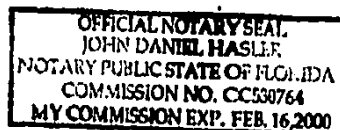

TOM R. YOUNG

STATE OF FLORIDA)
)
COUNTY OF ST. LUCIE)

SUBSCRIBED AND SWORN TO BEFORE ME this 5th day of April, 1997, by TOM R. YOUNG, personally known to me to be the signer hereof.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



CERTIFICATE OF REGISTERED AGENT

In compliance with the applicable statutes, the following is submitted:

That CAMEO CONSTRUCTION MANAGERS, INC., desiring to organize under the laws of the State of Florida, with the principal office of the Corporation at 9816 S. Ocean Drive, #7, Jensen Beach, FL 34957, has named TOM R. YOUNG at said address as its agent to accept service of process in the State.


ACKNOWLEDGEMENT

Having been named to accept service of process for the aforementioned Corporation, CAMEO CONSTRUCTION MANAGERS, INC., at the place designated in this certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of the law of the State of Florida relative to keeping the designated office open.

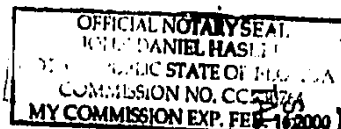

TOM R. YOUNG, Registered Agent

STATE OF FLORIDA)
)
COUNTY OF ST. LUCIE)

Sworn to and subscribed before me this 5th day of April, 1997, by TOM R. YOUNG, known to me to be the person who executed this Acknowledgement.


NOTARY PUBLIC
State of Florida At Large

My Commission Expires:



FILED
01 MAY -8 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA