

P97000047450

May 15, 1997

DEPT. OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

300002186153--6
-05/21/97--01018--002
*****78.75 *****78.75

Subject: C E Construction and Development Inc.

Enclosed is an original and one copy of the articles of incorporation and a check for

☒ \$78.75. Filing Fee & Certificate

From:

Caesar Evangelista
7028 Pine Hollow Drive
Mt. Dora, FL 32757

W97-12079

MAY 22

BSB

502, ~~24~~, 614

FILED
97 MAY 29 PM 1:31
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 22, 1997

CAESAR EVANGELISTA
7028 PINE HOLLOW DRIVE
MT. DORA, FL 32757

SUBJECT: C E CONSTRUCTION AND DEVELOPMENT INC.
Ref. Number: W97000012079

We have received your document for C E CONSTRUCTION AND DEVELOPMENT INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 897A00027992

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
C E CONSTRUCTION AND REAL ESTATE DEVELOPMENT INC.**

The undersigned, being over the age of 21, and acting as the incorporator of this corporation to be organized under the laws of the State of Florida, adopt the following articles of incorporation:

ARTICLE NO. 1

NAME OF CORPORATION

The name of the Corporation is to be:

C E Construction and Real Estate Development Inc.

ARTICLE NO. 2

DURATION

The duration of this Corporation is perpetual.

ARTICLE NO. 3

PURPOSES

The purpose of this Corporation is to engage in any lawful act or activity that authorized corporations may be organized under the laws of the State of Florida.

This Corporation may promote and exercise all or any part of the Corporation's purposes and powers in any and all parts of the world, and conduct the Corporation's business in all or any of it's branches as principal, agent, broker, factor, contractor, and in any lawful capacity, either alone, through or in conjunction with any corporations, associations, partnerships, firms, trustees, syndicates, individuals, organizations, and other entities in any part of the world, and, in conducting the Corporation's business and promoting any of it's purposes, maintain offices, branches, and agencies in any part of the world, make and perform any contracts and do any acts and things, and carry on

any business and exercise any powers and privileges suitable, convenient, or proper for the conduct, promotion, and attainment of any businesses and purposes herein specified or that at any time may be incidental thereto or may appear conducive to or expedient for the accomplishment of any such business and purpose and that might be engaged in or carried on by a corporation incorporated or organized under the laws of the State of Florida and have and exercise all of the powers conferred by the laws of the State of Florida, upon corporations incorporated or organized under the laws of that State.

The provisions of this Article will be construed both as purposes and powers and each as an independent purpose and power. The enumeration of specific purposes and powers will not be held to limit or restrict in any manner the purposes and powers of the Corporation, and the purposes and powers specified, except when otherwise provided in this Article, will not be limited or restricted by reference to, or interference from, the terms of any provision of this or any other article of these Articles of Incorporation; provided that the Corporation will not conduct any business, promote and purpose or exercise any power or privilege within or without the State of Florida that, under its laws, the Corporation may not lawfully conduct, promote or exercise.

ARTICLE NO. 4

POWERS OF THE CORPORATION

This Corporation will have all the powers specified and allowed under the laws of the State of Florida.

ARTICLE NO. 5

STOCK

This Corporation will have authority to issue Ten Million shares with no par value.

ARTICLE NO. 6

PREEMPTIVE RIGHTS

After the first Four Hundred Thousand shares of this Corporation are issued, each holder of the shares will have the first right to purchase additional shares of this Corporation that may be issued from time to time (including treasury shares).

Each such holder of shares may purchase an amount equal to: (1) the total additional shares times (2) the ratio existing between the number of shares he holds at the time of the new issue and the number of shares outstanding (exclusive of treasury shares). This first right to purchase will be deemed waived by any Shareholder who does not exercise it, or who does not pay for the shares preempted, within 30 days of receiving written notice from the Corporation stating the prices and terms of the issue of shares and inviting him to exercise his preemptive rights.

ARTICLE NO. 7

CONSIDERATION FOR SHARES

The shares in this Corporation will not be issued for consideration other than money or payment of a debt of the Corporation without the unanimous consent of all of the Shareholders of this corporation.

ARTICLE NO. 8

REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

1. Meetings. Meetings of the Shareholders and directors of this Corporation will be held either in or out of the State of Florida, at such place or places as may be designated in the Bylaws or by the Board of Directors.

2. Bylaws. The initial Bylaws of this Corporation will be adopted by its Board of Directors. The affirmative vote of 76% will be necessary to amend or repeal the Bylaws. The Bylaws may contain any provisions for the management of this Corporation that are consistent with the laws of the State of Florida and with these Articles.

3. Contracts Involving Directors. No contract or other transaction of this Corporation with any person or corporation will be invalidated or affected by (1) the fact that a director of this Corporation has an interest in or is an officer of such other corporation, or (2) the fact that any director may be involved or has an interest in the contract or transaction. A person who may become a director of this Corporation is relieved of any liability arising by reason of his contracting with this Corporation for his own benefit or for the benefit of any corporation in which he may have an interest.

ARTICLE NO. 9

OFFERING OF STOCK

1. Number of Shareholders. All of the Corporation's issued shares, exclusive of treasury shares, will be held by not more than 20 persons or entities.

2. Transfer of Stock. All of the issued shares will be subject to the restrictions on transfer as may be set forth in these Articles of Incorporation and the by-laws of this Corporation as adopted by its Board of Directors.

3. Cumulative Voting. Each share of common stock shall be entitled to one (1) vote upon each matter submitted for Shareholder approval, provided however, that in the event of a Shareholder vote for the purpose of electing directors, the holder of each outstanding share of common stock shall be entitled to cumulate his votes by either giving one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, or by distributing such votes upon the same principle on any number of such candidates.

ARTICLE NO. 10

CORPORATE OFFICE AND REGISTERED AGENT

The office of this Corporation is located at:

7208 Pine Hollow Drive, Mt. Dora, Florida, 32757

The Registered Agent of this Corporation is:

Caesar Evangelista, 7028 Pine Hollow Drive, Mt. Dora, Florida, 32757

ARTICLE NO. 11

INCORPORATOR

The name and mailing address of the Incorporator of this Corporation is:

Caesar Evangelista, 7028 Pine Hollow Drive, Mt. Dora, Florida 32757

ARTICLE NO. 12

DIRECTORS

The names and addresses of the initial board of directors of this Corporation are:

Caesar Evangelista, 7028 Pine Hollow Drive, Mt. Dora, Florida 32757

ARTICLE NO. 13

LIABILITY OF DIRECTORS

No director of the Corporation shall be liable to the Corporation or to the Shareholders for monetary damages for conduct as a director provided that this provision shall not eliminate or limit the liability of a director for:

- (1) Any breach of the director's duty of loyalty to the Corporation or its Shareholders;
- (2) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (3) Any unlawful distribution of the Corporation's assets unless the director in assenting to the unlawful distribution acted in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner that the director reasonably believe to be in the best interests of the Corporations;
- (4) Any transaction from which the director derived an improper personal benefit.

ARTICLE NO. 14

INDEMNIFICATION OF OFFICERS, AGENTS, DIRECTORS, AND EMPLOYEES

The Corporation shall indemnify against liability any individual who is serving or has at any time served as a director or officer of the Corporation and is made a party to a proceeding, because he is or was a director, officer, employee, or agent of the Corporation, if he (a) has conducted himself in good faith; (b) believed his conduct to be in the best interests of the Corporation or at least not opposed to its best interests and (c) had no reasonable cause to believe his conduct was unlawful.

The Corporation shall not indemnify an individual against liability in connection with any proceeding in which he is adjudged liable to the Corporation or in which it is charged that personal benefit was improperly received by him, whether or not the action was performed in his official capacity.

The undersigned, being the Incorporator of the Corporation, executes these Articles of Incorporation, this 26th day of May, 1997.



Caesar C. Evangelista, Incorporator
C E Construction and Real Estate Development Inc.

**STATEMENT OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

C E Construction and Real Estate Development Inc., organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

The name of the Corporation is:

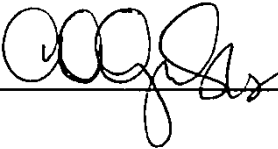
C E Construction and Real Estate Development Inc

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

Caesar Evangelista
7208 Pine Hollow Drive
Mt. Dora, FL 32757

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated this 26th day of May, 1997.



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