

797000070455

BOOSE CASEY CIKLIN LUBITZ MARTENS MCBANE & O'CONNELL

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

JOSEPH L. ACKERMAN, JR.
BRUCE O. ALEXANDER, P.A.
JERALD S. BEER, P.A.
WILLIAM R. BOOSE, III, P.A.
JOHN D. BOYKIN, P.A.
PATRICK J. CASEY, P.A.
PATRICIA M. CHRISTIANSEN
ALAN J. CIKLIN, P.A.
MICHAEL W. CONNORS
ROBERT L. CRANE, P.A.
RONALD E. CRESCENZO
MARC S. DOBIN, P.A.
JASON S. HASELKORN
W. JAY HUNSTON, JR., P.A.
ETHEL E. ISAACS

DEBRA A. JENKS, P.A.
BRIAN B. JOSLYN, P.A.
GREGORY S. KING
CHARLES A. LUBITZ, P.A.
EDWIN C. LUNSFORD
RICHARD L. MARTENS, P.A.
LOUIS R. MCBANE, P.A.
TIMOTHY P. MCCARTHY, P.A.
BRIAN M. O'CONNELL, P.A.
PHIL D. O'CONNELL, JR., P.A.
J. KORY PARKHURST
CHARLES L. PICKETT, JR.
TIMOTHY J. ROOKS
JOHN R. YOUNG, P.A.

PHILLIP D. O'CONNELL, SR. (1907-1987)

OF COUNSEL
JULIE ANN ALLISON
JOHN L. REMSEN

NORTHBRIDGE TOWER 1 • 19TH FLOOR
515 NORTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401
TELEPHONE (561) 832-5900
TELECOPIER (561) 833-4209

MAILING ADDRESS
P.O. BOX 4026
WEST PALM BEACH, FL 33402-4026

June 30, 1997

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

4000002223754-9
-07/03/97--01028--006
*****70.00 *****70.00

Re: FOREST HILL CONTRACTING CORP.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation with reference to above-captioned matter.

Also enclosed please find our check in the amount of \$70.00 which covers the following:

Charter Filing	\$ 35.00
Registered Agent Fee	35.00
	<u>\$ 70.00</u>

Kindly file same and return the copy to me marked "filed" in the self-addressed stamped envelope provided for your convenience.

Thank you for your cooperation in this matter.

Sincerely,

Jerald S. Beer
Jerald S. Beer

JUL 2 1997 BSB

JSB/ka
Enclosures

W97-15548

SIGNED IN MY ABSENCE
TO EXPEDITE DELIVERY

FILED
JUL 14 1997
11:13 AM
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 7, 1997

BOOSE, CASEY, CIKLIN, LUBITZ, MARTENS
P. O. BOX 4626
WEST PALM BEACH, FL 33402-4626

SUBJECT: FOREST HILL CONTRACTING CORP.
Ref. Number: W97000015548

We have received your document for FOREST HILL CONTRACTING CORP. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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 (850) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 097A00034980

LAW OFFICES

BOOSE CASEY CIKLIN LUBITZ MARTENS MCBANE & O'CONNELL

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OF COUNSEL
JULIE ANN ALLISON
JOHN L. REMSEN

NORTHBRIDGE TOWER 1 - 10TH FLOOR
515 NORTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401
TELEPHONE (561) 832-6900
TELECOPIER (561) 833-4209

MAILING ADDRESS
P.O. BOX 4826
WEST PALM BEACH, FL 33402-4826

August 1, 1997

Florida Department of State
Attn: **Teresa Brown**
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **FOREST HILL CONTRACTING CORP.**

Dear Sir:

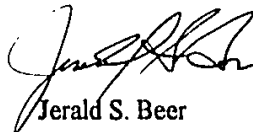
Enclosed please find an original and one copy of the Articles of Incorporation with reference to the above-captioned matter. Per your letter (copy enclosed) you are holding our check for \$70.00 which covers the following:

Charter Filing	\$ 35.00
Registered Agent Fee	<u>35.00</u>
	\$ 70.00

Kindly file same and return the copy to me marked "filed" in the self-addressed stamped envelope provided for your convenience.

Thank you for your cooperation in this matter.

Sincerely,


Jerald S. Beer

JSB/ka
Enclosures

ARTICLES OF INCORPORATION
OF
FOREST HILL CONTRACTING CORP.

FILED

97 AUG 14 AM 11:13

THE
TALLAHASSEE, FLORIDA

The undersigned subscriber, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address

The name and address of the proposed corporation shall be **FOREST HILL CONTRACTING CORP.**, located at 12773 W. Forest Hill Blvd., Suite 207, Wellington, Florida 33414.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purpose

This corporation is formed for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

ARTICLE IV

Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares of \$.01 par value capital stock, which shall be designated as "common shares". The entire voting power for the election of directors and for all other purposes shall be in the holders of outstanding common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Boose Casey Ciklin Lubitz Martens McBane & O'Connell, Northbridge Tower 1, 19th Floor, 515 North Flagler Drive, West Palm Beach, Florida 33401.

The name of the initial registered agent of this corporation at that address is Jerald S. Beer, Esq.

ARTICLE VI

Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. The name and address of the initial directors of this corporation, who, unless otherwise provided by the Articles of Incorporation or Bylaws, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

J. Thomas Kelley

c/o Forest Hill Construction Co., Inc.
12773 West Forest Hill Boulevard
Suite No. 207
West Palm Beach, FL 33414

At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE VII

Subscribers

The name and address of the person signing these Articles as subscriber/incorporator is :

J. Thomas Kelley

c/o Forest Hill Construction Co., Inc.
12773 West Forest Hill Boulevard
Suite No. 207
West Palm Beach, FL 33414

ARTICLE VIII

Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE IX

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X

Working Capital

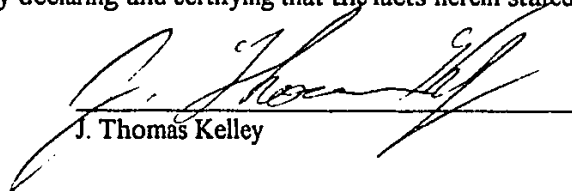
The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XI

Amendment

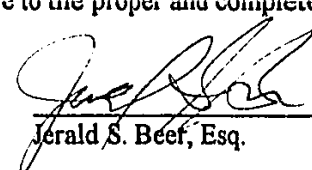
The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original incorporator and subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 23 day of June, 1997.


J. Thomas Kelley

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


Gerald S. Beef, Esq.

FILED
97 AUG 14 AM 11:13
TALLAHASSEE, FLORIDA

P97000070456

5:10 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000013346 6))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

JAME: J.A.Y. STONE CORPORATION

AUDIT NUMBER.....H97000013346

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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help F1 Option Menu F2

NUM

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Bm 8/14/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 14, 1997

SERGIO MASSA
8347 S.W. 40TH ST.
MIAMI, FL 33155

SUBJECT: J.A.Y. STONE CORPORATION
REF: W97000018742

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.")

If you have any further questions concerning your document, please call (850) 487-6878.

John Nedeau
Document Specialist

FAX Aud. #: H97000013346
Letter Number: 297A00041192

H 97000013346

ARTICLES OF INCORPORATION OF
J.A.Y. STONE CORPORATION

ARTICLE I NAME

The name of this corporation is J.A.Y. STONE CORPORATION.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 per value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 3701 Thomas Street, Hollywood, Broward County, Florida 33021. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

PREPARED BY: SERGIO MASSA, ACCOUNTANT
BUSINESS AUTHORITY CORP.
8347 S.W. 40th ST.
MIAMI, FL 33155
TEL: (305) 220-3420

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ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Alex H. Yllanes President	3701 Thomas Street Hollywood, FL 33021
Jampier L. Yllanes Vice President	3701 Thomas Street Hollywood, FL 33021
Alina Yllanes Secretary	3701 Thomas Street Hollywood, FL 33021

ARTICLE VIII SUBSCRIBERS

The names and street addresses and the number of shares of stock subscribed to by each person signing these Articles of Incorporation are:

NAME	ADDRESS	NO OF SHARES
Alex H. Yllanes President	3701 Thomas Street Hollywood, FL 33021	50%
Jampier L. Yllanes Vice President	3701 Thomas Street Hollywood, FL 33021	50%

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

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ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.


ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

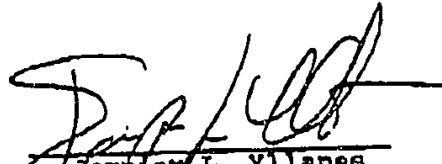
The Street address of the initial registered office of this corporation is 3701 Thomas Street, Hollywood, FL. 33021 and the name of the initial registered agent of this corporation at that address is Alina Yllanes.

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IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and do agree to take the number of shares herein above set forth and herunto set our hands and seals this 11th day of August, 1997.


Alex H. Villanes


Jampier L. Villanes

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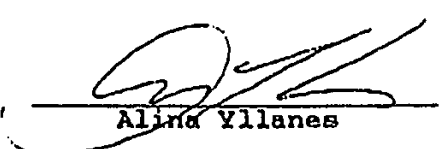
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

J.A.Y. STONE CORPORATION, desiring to organize under the laws of
the State of Florida, with its principal office, as indicated in
the Articles of Incorporation at the City of Hollywood, State of
Florida, has named Alina Yllanes, located at 3701 Thomas Street,
City of Hollywood, County of Broward, State of Florida, as its
agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


Alina Yllanes

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