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WINTER PARK, FLORIDA 32789

TELEPHONE (407)647-7846
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August 20, 1997

Florida Department of State
Division of Corporations
Qualification/Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

600002275086--7
-08/22/97--01085--009
****122.50 ****122.50

Re: Articles of Incorporation of D.C. Project & Construction Management Inc.
Our File No. 2021-1

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the executed Articles of Incorporation of D.C. Project & Construction Management Inc. (the "Corporation"), together with a check in the amount of \$122.50 payable to the Florida Department of State to cover filing fees, the designation of the Corporation's registered agent, and a certified copy of the Corporation's Articles of Incorporation.

Please file the enclosed Articles and return to me a certified copy thereof. If you have any questions, please contact me at the above address or phone number.

Thank you for your attention to this matter.

Very truly yours,

Frank L. Pohl

FILED
27 AUG 22 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLP:dm
enclosure

F. CHESNEY AUG 25 1997

**ARTICLES OF INCORPORATION
OF
D.C. PROJECT & CONSTRUCTION MANAGEMENT INC.**

97 AUG 22 PM 12:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of **D.C. PROJECT & CONSTRUCTION MANAGEMENT INC.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the corporation is **D.C. PROJECT & CONSTRUCTION MANAGEMENT INC.**

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, one cent (\$.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 6648 Mission Club Blvd., Unit 106, Orlando, Florida 32821. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the corporation is 6648 Mission Club Blvd., Unit 106, Orlando, Florida 32821.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 280 W. Canton Avenue, Suite 410, Winter Park, Florida 32789, and the initial Registered Agent at such address is Frank L. Pohl.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

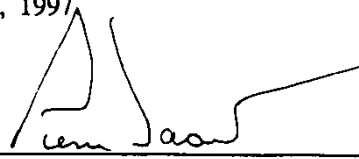
The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

Pierre Daoust
6648 Mission Club Blvd., Unit 106
Orlando, Florida 32821

ARTICLE VII
INCORPORATOR

The name and address of the sole incorporator of the corporation is Pierre Daoust, 6648 Mission Club Blvd., Unit 106, Orlando, Florida 32821.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 18th day of AUGUST, 1997.



Pierre Daoust, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 20th day of August, 1997.



Frank L. Pohl, Registered Agent

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TALLAHASSEE, FLORIDA

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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

NAME: TRIBUTE INTENRATIONAL CORP.

AUDIT NUMBER.....H97000013954

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

OF

TRIBUTE INTERNATIONAL CORP.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

TRIBUTE INTERNATIONAL CORP.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 4723 WEST ATLANTIC AVENUE SUITE# 4
DELRAY BEACH, FL. 33445

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at

RAY STORMONT
EMPIRE CORPORATE KIT COMPANY
1492 West Flagler Street #200
Miami, Florida 33136
(305) 541-3694

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pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

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To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having NO individual par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:
CHUCK GANNON 4723 WEST ATLANTIC AVENUE SUITE#4
DELRAY BEACH, FL. 33445

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ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who are (is) to serve as an initial director(s) is:
RICHARD MOORE 4723 WEST ATLANTIC AVENUE SUITE#4
PRES./SEC./TREAS. DELRAY BEACH, FL. 33445

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 W. FLAGLER STREET #200
MIAMI FLORIDA 33135

The undersigned has executed these Articles of Incorporation this 25TH day of AUGUST, 1997.

Roy Stormont
INCORPORATOR
RAY STORMONT/PRESIDENT
SIGNING FOR
EMPIRE CORPORATE KIT OF AMERICA, INC.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, 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.

First that TRIBUTE INTERNATIONAL CORP.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation has named CHUCK GANNON
(Name of Registered Agent)
located at 4723 WEST ATLANTIC AVENUE SUITE#4
City of DELRAY BEACH County of PALM BEACH
(City) (County)

State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE 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.

SIGNATURE

Chuck Gannon
Registered Agent
CHUCK GANNON

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