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WRIGHT, FULFORD, MOORHEAD & BROWN, P. A.

ATTORNEYS

145 NORTH MAGNOLIA AVENUE
POST OFFICE BOX 2828
ORLANDO, FLORIDA 32802-2828

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
SEP 2 11 10 AM '97
(407) 425-0234
TELEPHONE
(407) 425-0260

Timothy R. Moorhead

August 27, 1997

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Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

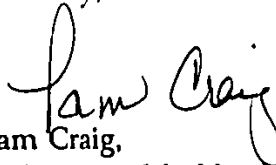
RE: Articles of Incorporation for Major Construction and
Development, Inc.

Dear Sir/Madam:

Enclosed please find our firm's draft in the amount of \$122.50 for the cost of filing the enclosed Articles of Incorporation for Major Construction and Development, Inc., and returning a certified copy of the same to my office. I have enclosed herewith a copy of the Articles of Incorporation for your convenience.

Thank you for your assistance in this matter, and should you have any questions, please do not hesitate to contact me.

Sincerely,



Pam Craig,
Assistant to Mr. Moorhead

/pc
Enclosures

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**ARTICLES OF INCORPORATION
OF
MAJOR CONSTRUCTION AND DEVELOPMENT, INC.**

The undersigned subscribers of these Articles of Incorporation, natural person, competent to contract, hereby form a Corporation under the laws of the State of Florida.

STATE OF FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -2 AM 10:25

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the Corporation shall be **Major Construction and Development, Inc.** The address of the Corporation shall be 763 Keeneland Pike, Lake Mary, FL 32714.

**ARTICLE II
AUTHORIZED STOCK**

The Corporation is authorized to issue 100 Shares of \$1.00 par value Common Stock.

**ARTICLE III
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock of the Corporation.

**ARTICLE IV
INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

Michael T. Wright

763 Keeneland Pike
Lake Mary, FL 32714

**ARTICLE V
PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights as set forth in Florida Statute §607.0630(2).

**ARTICLE VI
INITIAL REGISTERED OFFICE, REGISTERED
AGENT AND RESIDENT AGENT**

The street address of the initial registered office of this Corporation is 145 N. Magnolia Ave., Orlando, Fl 32801. The name of the initial Registered Agent and Resident Agent of this Corporation is Timothy R. Moorhead, Esq.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and address of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Michael T. Wright	763 Keeneland Pike Lake Mary, FL 32714

**ARTICLE VIII
OFFICERS OF THE CORPORATION**

The name and address of the Officers are:

<u>NAME</u>	<u>ADDRESS</u>
Michael T. Wright Incorporator, President, Director Secretary, Treasurer	763 Keeneland Pike Lake Mary, FL 32714

**ARTICLE IX
PURPOSE**

The Corporation is to engage in all lawful businesses, including all powers necessary or convenient to effect its purpose.

**ARTICLE X
INDEMNIFICATION**

This Corporation shall indemnify any officer or director or any former officer or

director to the full extent permitted by law.

**ARTICLE XI
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of AUGUST, 1997, being the incorporator, this date and undersigned adopts these Articles of Incorporation.

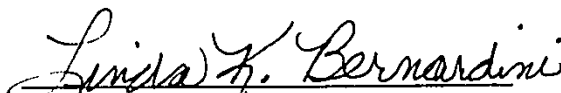


Michael T. Wright

STATE OF FLORIDA)
COUNTY OF ~~ORANGE~~
SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Michael T. Wright, who is personally known to me or who has produced _____ as identification, and acknowledged execution of the foregoing Articles of Incorporation and he executed said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 18 day of AUGUST, 1997.


Notary Public State of Florida



Linda K. Bernardini
My Commission CC639187
Expires May 21 2001

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the appointment to act in the capacity of Registered Agent and Resident Agent and agree to comply with the provisions of the laws of the State of Florida relative to keeping said offices open. I am familiar with and accept the obligations provided for in Florida Statute §607.0505.


Timothy R. Moorhead

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Timothy R. Moorhead, to me and known to me to be the person who executed the foregoing Acceptance of Registered Agent for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this _____ day of _____, 1997.

Notary Public State of Florida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP - 2 AM 10:25