

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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97 SEP 10 PM 1:40

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DORIS Dickinson  
Builder, Inc.

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- Art of Inc. File Cert
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Name Reservation \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

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Signature \_\_\_\_\_

Requested by: Kim 9/10/97 11:00  
Name Date Time

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**ARTICLES OF INCORPORATION**

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**OF**

**DORIA DICKINSON BUILDERS, INC.**

This is to certify that the undersigned subscriber, competent to contract, does hereby establish a corporation under and by virtue of the provisions of Chapter 607, Title XXXVI, Florida Statutes and amendments thereof, for the purposes and under the corporate name hereinafter mentioned, and to that end, does hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be:

**DORIA DICKINSON BUILDERS, INC.**

The principal place of business of this corporation shall be:

**DORIA DICKINSON BUILDERS, INC.  
30677 Overseas Highway Suite 113  
Big Pine Key, Florida 33043**

The mailing address shall be:

**DORIA DICKINSON BUILDERS, INC.  
30677 Overseas Highway Suite 113  
Big Pine Key, Florida 33043**

This corporation may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices in any of the said places of business.

**ARTICLE II  
DURATION**

The corporation shall exist in perpetuity.

**ARTICLE III  
PURPOSE**

This corporation has been formed for the purpose of conducting any and all lawful business permitted under the laws of the State of Florida and of the United States, including but not limited to the importation and distribution of consumer products from foreign markets and investments in real property and securities.

**ARTICLE IV  
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent for the corporation shall be :

JOHN DICKINSON, a resident of the State of Florida.

The street address of the initial Registered Agent of the corporation and Registered Office of the corporation is:

John Dickinson  
3635 Flagler Avenue  
Key West, Florida 33040

**ARTICLE V  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock having a par value of ONE (\$1.00) DOLLAR per share, which shall be designated "Common Shares."

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than TEN (10) persons. Stock shall be issued and transferable only to

natural persons who are not nonresident aliens.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporator(s) at the organizational meeting. Fractional shares of stock may be issued.

Any amount of shares of stock authorized to be issued, but not specifically subscribed for or otherwise issued, shall be kept by the corporation as Treasury Stock.

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 Shares, each having one vote. Stockholders of the corporation shall have a preemptive right to purchase treasury or unissued capital stock of the corporation and to vote their shares on a cumulative basis for the election of the board of directors.

There shall be a provision in the By-Laws of the corporation providing that in the event any stockholder of this corporation shall choose to sell any of his shares of stock, that the offer of sale shall first be made to the corporation, in writing, and shall be open for at least sixty (60) days, with valuation based on the formulation set forth in the By-Laws, or on current book value as determined by the accountant, if the By-Laws fail to provide the method of valuation.

There shall be a provision in the By-Laws of the corporation providing that said corporation shall elect under the provisions of Section 1362, Internal Revenue Code, to be treated as a "small business corporation" for income tax purposes, (i.e. "S Corporation" Election).

#### **ARTICLE VI INITIAL BOARD OF DIRECTORS**

The business of said corporation shall be conducted by a Board of Directors. The corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by the By-Laws adopted by the corporation and the following officers, to-wit: A President, a Vice-President, a Secretary, and a Treasurer, may be held by one and the same person. The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said

corporation, and the said officers shall be elected by the Board of Directors at a meeting to be held immediately after the adjournment of the annual stockholders meeting. The names and address of the initial Directors who are to conduct the business of the corporation and who shall hold office for the first year of the corporation, or until successors are elected, is as follows:

**PRESIDENT AND TREASURER:**

Robert R. Doria  
29651 Independence Avenue  
Big Pine Key, Florida 33043

**VICE PRESIDENT AND SECRETARY:**

John Dickinson  
3635 Flagler Avenue  
Key West, Florida 33040

**ARTICLE VII  
INCORPORATORS**

The names and street address of the subscriber to these Articles of Incorporation is:

John Dickinson  
3635 Flagler Avenue  
Key West, Florida 33040

**ARTICLE VIII  
AMENDMENTS**

These Articles of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

**ARTICLE IX  
COMMENCEMENT OF CORPORATE EXISTENCE**

Corporate existence shall be deemed to commence on the date of acknowledgment of these Articles of Incorporation by the Secretary of State.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of SEPT., 1997.

  
John Dickinson, Incorporator

STATE OF FLORIDA       )  
COUNTY OF MONROE    )

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, John Dickinson, (personally known) to me or who provided personally known as identification to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5<sup>th</sup> day of September, 1997.

  
Print Name of Notary: LINDA Wheeler  
Notary Public, State of Florida

My Commission Expires: 4/20/2000 (SEAL)



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT  
FOR ACCEPTING SERVICE OF PROCESS WITHIN STATE OF FLORIDA FOR**

**DORIA DICKINSON BUILDERS, INC.**

IN COMPLIANCE WITH Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

DORIA DICKINSON BUILDERS, INC., a corporation desiring to organize and qualify under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, to wit; 30677 Overseas Highway Suite 113, Big Pine Key, Florida 33043, has named as its resident agent for receiving service of process within the State of Florida:

John Dickinson  
3635 Flagler Avenue  
Key West, Florida 33040

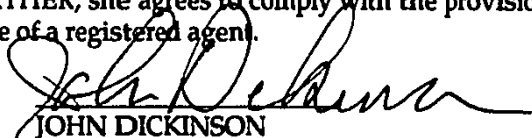
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**ACKNOWLEDGMENT**

STATE OF FLORIDA            )  
COUNTY OF MONROE        )

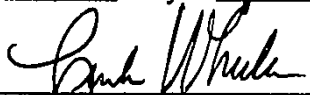
BEFORE ME, this day personally appeared John Dickinson, who being first duly sworn, deposes and says that having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, he hereby accepts said designation as resident agent on behalf of DORIA DICKINSON BUILDERS, INC. and acknowledges that he is over the age of 21 years, a resident of the State of Florida and that he will accept service of process on behalf of said corporation and will accept the same at his address of 3635 Flagler Avenue, Key West, Florida 33040.

FURTHER, she agrees to comply with the provisions of all statutes relative to the proper performance of a registered agent.



JOHN DICKINSON  
Registered Agent for  
DORIA DICKINSON BUILDERS, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of September, 1997.



Print Name of Notary: LINDA Wheeler  
Notary Public, State of Florida

My Commission Expires: 4/20/2000 (SEAL)

