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ARTICLES OF INCORPORATION

OF

WARRANTY CONSULTING &  
CONSTRUCTION SERVICES INC.

JOSH SHEPPARD  
P.O. Box 151254  
CAPE CORAL, FL 33915-1254

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

WARRANTY CONSULTING & CONSTRUCTION SERVICES, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Warranty Consulting & Construction Services, Inc.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States, the State of Florida, or of any foreign country.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, each share having a reasonable & fair par value of at least one dollar (\$1.00).

Authorized capital stock may be paid for in cash, services of property, at a just value to be fixed by the Board of Directors of this corporation at any regular special meeting.

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#### ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

#### ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is to be at 416 S.W. 37TH TERRACE, CAPE CORAL, FL 33914. The Board of Director(s) may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

#### ARTICLE VI - TERM OF EXISTENCE

The corporation shall have perpetual existence.

#### ARTICLE VII - DIRECTOR(S)

This corporation shall have one (1) director(s) initially. The number of director(s) may be increased or diminished from time to time by the by-laws, but shall never be less than one (1).

#### ARTICLE VIII - INITIAL DIRECTORS

The name(s) and street address(es) of the first Board of Director(s) who shall hold office until their successors are elected and have been qualified, are as follows:

<u>Name</u>	<u>Address</u>
Joshua Sheppard, III	416 S.W. 37th Terrace Cape Coral, FL 33914

#### ARTICLE IX - INCORPORATORS

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Joshua Sheppard, III	416 S.W. 37th Terrace Cape Coral, FL 33914	100

#### ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 416 S.W. 37th Terrace, Cape Coral, FL 33914, and the name of the initial registered agent of this corporation at this address is Joshua Sheppard.

#### ARTICLE XI - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ration that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares.

The right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing

from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE XII - CUMULATIVE VOTING

At each election for director(s), every shareholder entitled to vote at such election, shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principle amount for any number of such candidates.

#### ARTICLE XIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Director(s).

#### ARTICLE XIV - DEADLOCK

(a) Should deadlock, dispute or controversy arise among the shareholders or director(s) of the corporation in regard to matters of management and company policy or matters arising under the provisions of this charter, and should the shareholders be unable to resolve such deadlock, dispute or controversy, the matter shall be submitted by

the shareholders to arbitration.

(b) Should the shareholders be unable to agree as to the scope of this provision of the application of this provision to the deadlock, dispute or controversy at issue, the scope and applicability of this provision shall be determined by the arbitrator.

(c) The arbitrator shall be an attorney, practicing in Florida. The shareholders shall reserve the right to replace the arbitrator by unanimous vote of the shares outstanding and entitled above.

(d) Should the shareholders be unable to unanimously elect a successor arbitrator, the deadlock, dispute or controversy shall be submitted to the American Arbitration Association, in accordance with its rules.

(e) The decision of the arbitrator shall be final and binding upon all shareholders. The shareholders shall vote their shares as the arbitrator shall direct.

(f) To enforce these provisions, the arbitrator may obtain an injunction from the Court having jurisdiction to direct shareholders to vote as the arbitrator has determined.

(g) After arbitration and settlement, should matters in controversy continue to arise, the arbitrator shall determine when arbitration shall no longer reasonably

resolve the deadlock, dispute or controversy. Upon making of such a determination by the arbitrator, the objecting shareholder shall offer for sale, first to the corporation and then to the remaining shareholder, his stock interest in the corporation upon the terms of sale and methods of valuation of any buy and sell, or option-purchase agreement to which the shareholders and the corporation shall then be a party. Should there be no valid agreement then in effect, the terms of sale and valuation of stock shall be determined by mutual agreement of the parties; however, should they be unable to agree, the terms of sale and valuation of stock shall be determined by the arbitrator.

(h) The corporation and the remaining shareholders shall each have sixty (60) days to exercise their option. Should the corporation or remaining shareholders refuse to exercise their option, or the corporation or remaining shareholders refuse to exercise their option to purchase the shares of the objecting shareholder, the shareholder upon the written demand of the objecting shareholder, shall unanimously vote to voluntarily dissolve the corporation. Should the shareholder refuse to vote his stock in this manner, the arbitrator may obtain an injunction from the Court with jurisdiction to direct the shareholder to vote.

#### ARTICLE XV - STOCK RESTRICTIONS

##### 1. Restriction of stock.

No holder of shares of stock, of this corporation shall sell, assign, transfer, mortgage, alienate, pledge, hypothecate or in any manner dispose of any stock in this corporation which he owns or may thereafter acquire except as follows:

###### (a) Sale during lifetime.

Any shareholder who wishes to dispose of his stock interest in this corporation during his lifetime, shall offer to sell his stock interest to the corporation, and the corporation will purchase the shares owned by the shareholder for the price and upon the terms and conditions as provided by the by-laws of this corporation.

In the event the corporation is unable to purchase all or any part of the shares owned by the selling shareholder, because of the corporation's financial condition or for any other reason, the remaining shareholders may do so for the same price and upon the same terms and conditions.

Each remaining shareholder may purchase such portion of the stock offered for sale as the number of his share bears to the total number of shares owned by all shareholders other than those owned by the selling shareholder.

If the stock or any part of it is not purchased by the corporation, nor the remaining shareholders, the selling shareholder may dispose of his stock to any other person.



(b) Purchase of stock upon shareholder's death.

Upon the death of the shareholder, the legal representative, within six (6) months after the death of the shareholder, shall offer to sell all of the decedent's shares to the corporation for the price and upon the terms and conditions as provided by the by-laws of this corporation.

In the event the corporation is unable to purchase all or any part of the shares owned by the selling shareholder because of the corporation's financial condition, or for any other reason, the remaining shareholders may do so for the same price and upon the same terms and condition.

2. Notice for sale of stock.

The shareholder or his legal representative shall offer his shares for sale by giving written notice by certified mail to his corporation. The corporation shall thereupon have thirty (30) days, after receipt of notice, to purchase said shares.

If the corporation is unable to purchase all, or any part of said shares, the other shareholders have thirty (30) days after expiration of said thirty (30) days in which to make their purchase.

3. Endorsement of stock certificates.

All stock certificates of this corporation owned by shareholders shall be endorsed with the following statement:

"The shares of stock represented by this certificate are subject to the stock restrictions as contained in the charter of this corporation."

#### ARTICLE XVI - INDEMNIFICATION

Where any officer or director of this corporation is made a party to any action involving this corporation, the right to indemnification of such officer or director is subject for the approval of the Court.

#### ARTICLE XVII - GREATER THAN MAJORITY VOTE REQUIRED TO AMEND BY-LAWS ON CERTAIN ACTIONS

The by-laws may be amended at any time by majority vote of the Board of Directors except that, any of the following amendments shall require the approval of 90% of the members of the Board of Directors.

(1) Any amendment reducing the percentage of outstanding shares required to constitute a quorum for the transaction of business or required to authorize any stockholder action;

(2) Any amendment reducing the number of directors required to constitute a quorum for the transaction of business or required to authorize any action on the part of the Board of Directors;

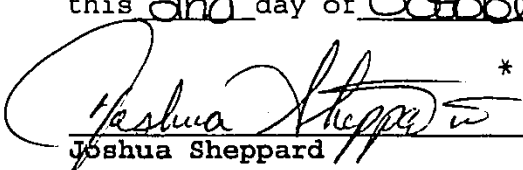
(3) Any amendment increasing or decreasing the number of authorized shares, or authorizing the issuance of previously authorized but unissued shares;

(4) Any amendments increasing or decreasing the number of directors;

(5) Any amendments imposing or elimination of stock transfer restrictions of mandatory stock purchase obligations;

(6) Any amendments to this Article.

IN WITNESS WHEREOF, we have hereunto set our hand and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 2nd day of October, 1997.

  
Joshua Sheppard  
REGISTERED AGENT/INCORPORATOR

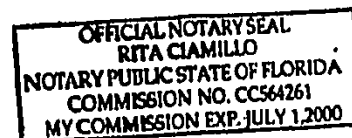
STATE OF FLORIDA  
COUNTY OF LEE

\* I ACCEPT THE DUTIES & RESPONSIBILITIES  
REGISTERED AGENT OF THIS CORPORATION.

BEFORE ME personally appeared JOSHUA SHEPPARD to me well known, and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and stated named above, this 2nd day of October, 1997.

  
NOTARY PUBLIC



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA