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BLED SOE, SCHMIDT & LIPPLES, P.A.

ATTORNEYS AT LAW

JAMES A. BLED SOE, JR.
TERRANCE E. SCHMIDT
HAROLD S. LIPPLES

SUITE 1818 - RIVERPLACE TOWER
1301 RIVERPLACE BOULEVARD
JACKSONVILLE, FLORIDA 32207
(904) 398-1818
TELECOPIER (904) 398-7073

STEPHEN K. MOONLY
CHERYL A. ROBERSON

February 6, 1998

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

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 FEB -9 AM 10:22

FILED

Re: ALLTRADES OF AMERICA, INC.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the articles of incorporation and a check in the amount of \$131.25. This check will cover a filing fee, certified copy and certificate.

Thank you for your assistance with this matter.

Very truly yours,

Harold Lippes

Harold S. Lippes

HSL/ccv
Enclosures

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-02/09/98-01135-003
***131.25 ***131.25

Harold Lippes GAV
AUTHORIZATION BY PHONE
CORRECT R/A address
DATE 2-11-98
DOC. EXAM mm

ARTICLES OF INCORPORATION OF ALLTRADES OF AMERICA, INC.

Pursuant to the Florida Business Corporation Act, the undersigned, acting as incorporator for the purpose of forming a corporation to be known as ALLTRADES OF AMERICA, INC., hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the Corporation is:

ALLTRADES OF AMERICA, INC.

ARTICLE II: ADDRESS

The mailing address of the Corporation is:

4229 N. Main Street
Jacksonville, FL 32206

ARTICLE III: COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence at 12:01 a.m. on the date of filing of these Articles of Incorporation.

ARTICLE IV: PURPOSE

The Corporation is organized to provide service and new construction for every trade in the construction industry, including, but not limited to, heating ventilating and air conditioning, electrical, plumbing, roofing and fire sprinkler/protection systems.

ARTICLE V: AUTHORIZED SHARES OF CAPITAL STOCK

The maximum number of shares of stock that the Corporation has authorized and which may be issued by this Corporation is one hundred thousand (100,000) shares, all of which shall be common shares having a par value of \$1.00 per Share.

ARTICLE VI: PREEMPTIVE RIGHTS

The shareholders of the Corporation shall have no preemptive rights to subscribe or purchase from the Corporation any shares authorized but unissued, or any newly-authorized shares.

ARTICLE VII: CUMULATIVE VOTING

The right to cumulate votes in the election of directors shall not exist with respect to shares of stock of this Corporation.

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TALLAHASSEE, FLORIDA

ARTICLE VIII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 1301 Riverplace Blvd., Suite 1818, Jacksonville, FL 32207 and the name of the Corporation's initial registered agent is Harold S. Lippes, Esquire, 1301 Riverplace Blvd., Suite 1818, Jacksonville, FL 32207

ARTICLE IX: INITIAL BOARD OF DIRECTORS AND OFFICERS

The Corporation shall have 12 directors initially. The number of directors may be either increased or diminished from time to time, as provided in the Bylaws, but shall never be less than six (6). The names and street addresses of the initial directors and officers are:

NAME	ADDRESS
Ronald Mallett Director/President	4229 N. Main Street Jacksonville, FL 32206
Ronald Ferreria Director/Vice President	8967 Phillips Highway Jacksonville, FL 32224
Clayton McKendree Director/Vice President	4248 Lenox Avenue Jacksonville, FL 32205
Mark Walden Director/Vice President	5267 Commonwealth Ave. Jacksonville, FL 32205
Michael Hayes Director/Treasurer	4229 N. Main Street Jacksonville, FL 32206
Joe Thigpen, Sr. Director	4229 N. Main Street Jacksonville, FL 32206
Joe Thigpen, Jr. Director	4229 N. Main Street Jacksonville, FL 32206
Charles Mardant Director	8967 Phillips Highway Jacksonville, FL 32224
Randy Mardant Director	8967 Phillips Highway Jacksonville, FL 32224
Cliff McKendree Director	4248 Lenox Avenue Jacksonville, FL 32205
Gene Walden Director	5267 Commonwealth Ave. Jacksonville, FL 32205
Stan McCurdy Director	5267 Commonwealth Ave. Jacksonville, FL 32205

ARTICLE X: INDEMNIFICATION

The Corporation agrees to indemnify and save harmless any and all officers or directors of the Corporation against any and all liabilities, judgments, sums of money and expenses (including any amounts paid in settlement) reasonably incurred by them or any of them in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether in law, equity, or otherwise, to which they or any of them may be a party, or may be threatened by reason of being or having been an officer or director of the Corporation, or by reason of serving or having served at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by the Florida Business Corporation Act; except that the Corporation shall not be required to indemnify a director against liability, damage or expense resulting from the director's gross negligence.

No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE XI: LIABILITY OF DIRECTORS

A director of this Corporation shall not be personally liable to the Corporation or its Shareholders for monetary damages for conduct as a director, except for liability of the director for (i) for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by the director, (ii) for conduct violating §§ 607.0830 and 607.031, Florida Statutes, or (iii) for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Florida Business Corporation Act is amended to authorized corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended. Any appeal or modification of this Article by the Shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XII: INCORPORATOR

The name and street address of the incorporator is:

NAME	ADDRESS
Ronald Mallett	4229 N. Main Street Jacksonville, FL 32206

The incorporator of the Corporation assigns to this Corporation his rights under § 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this Corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE XIII: BYLAWS

Power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the Shareholders, except that the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholders if the Shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIV: AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on Shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 5th day of February, 1998.

Ronald A. Mallett

Incorporator
ALLTRADES OF AMERICA, INC.

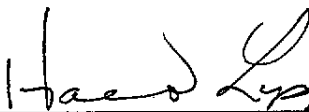
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
FOR

ALLTRADES OF AMERICA, INC.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

AllTrades of America, Inc., (a corporation), desiring to organize or qualify under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, has designated the following registered agent and registered office to accept service of process within Florida:

Harold S. Lippes, Esquire
Bledsoe, Schmidt & Lippes, P.A.
1301 Riverplace Blvd, Suite 1818
Jacksonville, Florida 32207



Harold S. Lippes

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dated: February 6th, 1998.

Acknowledgment

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Harold S. Lippes