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LABOVICK & LABOVICK, P.A.
ATTORNEYS AT LAW

900 East Indiantown Road
Suite 316
Jupiter, Florida 33477

Brian F. LaBovick, Esq.
Esther Uria LaBovick, Esq.
Carl J. Wald, Esq.
Martha A. Bennett, Paralegal
Loreen M. Nolte, Paralegal

Telephone: (561) 743-0099
(800) 994-4226
Facsimile: (561) 743-1724

Of Counsel:
Jonathan K. Winer, Esq.

March 12, 1998

Florida Department of State
Corporations Division
409 East Gaines Street
Tallahassee, FL 32399

RE: Articles of Incorporation
J.E. Ferrante Construction, Inc.

400002456474--8
-03/13/98--01047--018
*****122.50 *****122.50

Dear Sir/Madame:

Enclosed please find the *Articles of Incorporation* for J.E. Ferrante Construction, Inc. and a draft in the amount of \$122.50 for the recording of same. Please record the articles and return same in the self-addressed stamped envelope provided.

Thank you for your attention to this matter.

Best Regards,



Martha A. Bennett, Paralegal
LaBovick & LaBovick, P.A.

mab
Enclosures

FILED
98 MAR 13 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 3-10-98

ARTICLES OF INCORPORATION

OF

J.E. FERRANTE CONSTRUCTION, INC.

FILED
98 MAR 13 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be:

J.E. FERRANTE CONSTRUCTION, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended. This corporation intends on filing as Sub-Chapter "S".

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of ONE (\$1.00) DOLLAR per value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 145 Yacht Club Way, Suite 309, Hypoluxo, Florida 33462 and the name of the initial registered agent of this corporation at that address is JAMES EMANUEL FERRANTE.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated above, 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.

3/12/98
Date


James Emanuel Ferrante

FILED
98 MAR 13 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

James Emanuel Ferrante
145 Yacht Club Way
Suite 309
Hypoluxo, FL 33461
President; Vice President
Secretary; Treasurer

ARTICLE VIII - PRINCIPLE MAILING ADDRESS

The principle mailing address of the corporation is:

J.E. FERRANTE CONSTRUCTION, INC.
145 Yacht Club Way
Suite 309
Hypoluxo, FL 33462

ARTICLE IX - INCORPORATORS

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation are:

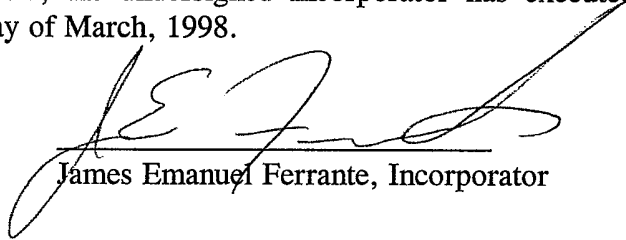
James Emanuel Ferrante
145 Yacht Club Way
Suite 309
Hypoluxo, FL 33462

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in

these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 12th day of March, 1998.

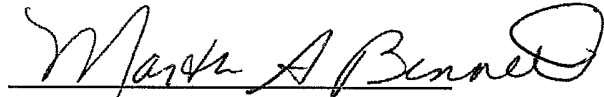

James Emanuel Ferrante, Incorporator

STATE OF FLORIDA

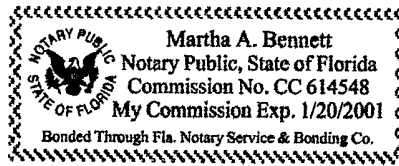
COUNTY OF PALM BEACH

The foregoing instrument, ARTICLES OF INCORPORATION, was acknowledged before me this 12th day of March, 1998 by James Emanuel Ferrante, who is personally known to me or who has produced Armando Venzel as identification, and who did take an oath.
06FEJ 57291

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 12th day of March, 1998.


NOTARY PUBLIC
State of Florida at Large

My commission expires:



98 MAR 13 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED