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CAPOUANO & BOZARTH, P.A.

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(407) 841-1200
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DEAN
MEAD

ATTORNEYS AND COUNSELORS AT LAW

IN BREVARD COUNTY:
DEAN, MEAD, SPIELVOGEL,
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PLEASE REPLY TO:

Fort Pierce

7380 MURRELL ROAD
SUITE 100
VIERA, FL 32940
(407) 259-8900
FAX (407) 254-4479

100 RIALTO PLACE
SUITE 510
MELBOURNE, FL 32901
(407) 725-6373
FAX (407) 725-6477

March 19, 1998

By Federal Express

Department of State
Corporate Records Bureau
409 E. Gaines Street
Tallahassee, Florida 32314

EFFECTIVE DATE
3-19-98

000002467680--1
-03/25/98--01027--001
****192.50 ****70.00

Re: Articles of Incorporation of MC&D, Inc. and
Articles of Merger of MC&D, Inc. into Major Construction and
Development, Inc.

Gentlemen:

Enclosed please find the following documents for filing with your office:

1. an original and one copy of Articles of Incorporation of MC&D, Inc.; and
2. an original and one copy of Articles of Merger of MC&D, Inc. into Major Construction and Development, Inc.

Also enclosed is this firm's check in the sum of \$192.50 to cover the filing fee for the Articles of Incorporation (\$35.00 filing fee and \$35.00 registered agent designation fee) and the filing fee for the Articles of Merger (\$70.00 filing fee and \$52.50 certified copy fee). Please first file the Articles of Incorporation effective as of the date of signing and then file the Articles of Merger. Please return the certified copy of the Articles of Merger to the Fort Pierce address above.

If you have any questions regarding the enclosed, please feel free to contact me.

Sincerely yours,

Steven C. Lee

Steven C. Lee

Enclosures

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ORLANDO • FORT PIERCE • MERRITT ISLAND • VIERA • MELBOURNE

B. REGISTER MAR 25 1998

FILED

98 MAR 20 PM 12:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3-19-98

ARTICLES OF INCORPORATION
OF
MC&D, INC.

FILED
98 MAR 20 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be MC&D, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 763 Keeneland Pike, Lake Mary, Florida 32714. The mailing address of the Corporation shall be 763 Keeneland Pike, Lake Mary, Florida 32714.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand(1,000)shares of common stock having a par value of One Dollar(\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 800 N. Magnolia Avenue, Suite 1500, Orlando, Florida. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that

address is Steven C. Lee. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
Steven C. Lee	800 N. Magnola Ave. - Suite 1500 Orlando, FL 32802-2346

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be One (1).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Address</u>
Michael T. Wright	763 Keeneland Pike Lake Mary, FL 32746

ARTICLE VII - DATE OF EXISTENCE

This Corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Fort Pierce, Florida, this 19th day of March, 1998.

Steven C. Lee
Steven C. Lee

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: Steven C. Lee
Steven C. Lee

Date: March 19, 1998

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FILED
98 MAR 20 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA