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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: NOGA CONTRACTORS, INC.  
CONTACT: TANIA FANO  
PHONE: (305)556-4282

ACCT#: 105670003336

FAX #: (305)821-3376

NAME: MELROSE CONSTRUCTION MANAGEMENT INC.

AUDIT NUMBER.....H98000007147

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 16, 1998

NOGA CONTRACTORS, INC.

SUBJECT: MELROSE CONSTRUCTION MANAGEMENT INC.  
REF: W98000008505

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Neysa Culligan  
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ARTICLES OF INCORPORATION  
OF  
MELROSE CONSTRUCTION MANAGEMENT INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is MELROSE CONSTRUCTION MANAGEMENT INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the law of the State of Florida; corporate existence shall commence at the time of filing the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock which shall be designated "COMMON STOCK".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholders, upon the sale for cash of any new stock of this Corporation of the same kind, class or series at that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VI - REGISTERED OFFICE AND AGENT/  
PRINCIPAL OFFICE

The street address of the initial registered office/principal office of this Corporation is 2189 West 60th Street Suite #205, Hialeah, Florida 33016 and the name of the initial registered agent of this Corporation at that address is Jose E. Fano.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two-director (s) initially. The number of directors may be either increases or diminished from time to time by the bylaws but shall never be less than one. The name (s) and address (cs) of the initial director (s) of this Corporation is (are):

Name (s)

Jose E. Fano

Prepared by: Tania Fano  
2189 W 60 St. #205  
Hialeah, FL 33016  
(305) 556-4282

Address (cs)

2189 West 60th Street  
Suite #205  
Hialeah, Florida 33016

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Mario Ferro Jr.

9921 W. Okeechobee Road  
#126-A  
Hialeah, Florida 33016

ARTICLE VIII - INCORPORATORS

The name (s) and address (es) of the person (s) signing articles is (are):

Incorporator (s)

Address (es)

Jose E. Fano

2189 West 60th Street  
Suite #205  
Hialeah, Florida 33016

Mario Ferro Jr.

9921 W. Okeechobee Road  
#126-A  
Hialeah, Florida 33016

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETING

The Board of Directors or the holders of not less than one tenth of all the shares entitles to vote at the meeting may call special meetings of shareholders.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS  
REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not law requires such approval.

ARTICLE XIII - INDEMNIFICATION

This Corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right offered upon the shareholders is subject to this reservation.

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In Witness whereof, the undersigned subscriber has executed these articles of Incorporation this 15<sup>th</sup> day of April 1998.

Jose E. Fano

Mario Ferro Jr.

STATE OF FLORIDA)

COUNTY OF DATE)

Before me, a Notary Public authorized to take acknowledgments in the state any county set forth above, personally appeared Jose E. Fano, known to me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 15th day of April 1998.



*Maritza Casanova*  
NOTARY PUBLIC,  
State of Florida at Large

My commission expires:

I, the undersigned, having been named as initial registered agent of the Corporation in the foregoing Articles of Incorporation hereby accept said Office and will serve in said capacity.

REGISTERED AGENT:

Jose E. Fano

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