



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE 822812 9534A

AUTHORIZATION :

Patricia Papp

COST LIMIT : \$ ~~70.00~~ 70.00

ORDER DATE : May 18, 1998

ORDER TIME : 1:39 PM

ORDER NO. : 822812-005

500002527725--7

CUSTOMER NO: 9534A

CUSTOMER: Robert Arlen, Esq
ROBERT M. ARLEN, P.A.

Suite 200
1501 Corporate Drive
Boynton Beach, FL 33435

DOMESTIC FILING

NAME: CJM'S CONSTRUCTION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 8:51

RECEIVED
98 MAY 19 PM 2:36
DIVISION OF CORPORATIONS

5/19/98

EFFECTIVE DATE

10/1/98

**ARTICLES OF INCORPORATION
OF
CJM's CONSTRUCTION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 8:51

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be CJM's CONSTRUCTION, INC.

**ARTICLE II
COMMENCEMENT-DURATION**

Corporate existence shall commence June 1st 1998. The duration of CJM's CONSTRUCTION, INC. shall be perpetual.

**ARTICLE III
PURPOSE**

The general purposes for which CJM's CONSTRUCTION, INC. is organized are:

- A. To engage in the business of construction and remodeling.
- B. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of CJM's CONSTRUCTION, INC., be advantageously carried on in connection with, or ancillary to, the foregoing business.
- C. To do such other things as are incidental to the foregoing of necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which CJM's CONSTRUCTION, INC., is authorized to issue is 7,500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

ARTICLE V CORPORATE OFFICES AND AGENT

Principal Office:

The initial principal office of the CJM's CONSTRUCTION, INC. is 912 S.E. 16th Court, Deerfield Beach, FL 33441

Initial Registered Office and Agent:

The street address of the initial registered office of the CJM's CONSTRUCTION, INC., is 1501 Corporate Drive Suite #200, Boynton Beach, Florida 33426, and the name of its initial registered agent at such address is Robert M. Arlen.

ARTICLE VI OFFICERS AND DIRECTORS

The number of Directors of CJM's CONSTRUCTION, INC., shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of CJM's CONSTRUCTION, INC., is one (1). The name and address of the person who is to serve as the initial Board of Director and as the initial officers of CJM's CONSTRUCTION, INC., is as follows;

Charles J. Marchitello, Jr.
912 S.E. 16th Court
Deerfield Beach, FL 33441
Director/President/Secretary/Treasurer

ARTICLE VII INCORPORATOR

The Incorporator of CJM's CONSTRUCTION, INC., is Robert M. Arlen whose address is 1501 Corporate Drive, Suite 200, Boynton Beach, Florida 33426.

ARTICLE VIII CUMULATIVE VOTING

In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him/her, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal or distributes them on the same principle among as many candidates as he/she shall think fit.

ARTICLE IX PREEMPTIVE RIGHTS

Each shareholder of CJM's CONSTRUCTION, INC., shall be entitled to full preemptive rights to purchase his pro rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of CJM's CONSTRUCTION, INC., convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

ARTICLE X CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of CJM's CONSTRUCTION, INC., shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of CJM's CONSTRUCTION, INC., with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of CJM's CONSTRUCTION, INC., or to voluntarily dissolve, liquidate or wind up its affairs.

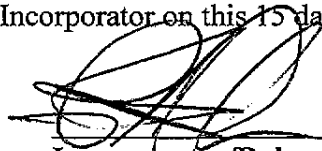
ARTICLE XI SHAREHOLDERS AGREEMENTS

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of CJM's CONSTRUCTION, INC., and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of CJM's CONSTRUCTION, INC. The subject matter of said agreement(s) may include, but shall not be limited to the following:

- A. The voting of shares of CJM's CONSTRUCTION, INC., and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.
- B. The limitation of the business affairs of CJM's CONSTRUCTION, INC., or its purposes and powers to specified activities or enterprises.
- C. The management of the business affairs of CJM's CONSTRUCTION, INC., and the division of the profits of the Corporation.
- D. Restrictions on the transfer of shares of stock in CJM's CONSTRUCTION, INC.
- E. The right and power of CJM's CONSTRUCTION, INC., or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.
- F. The establishment of procedures by which changes in corporate form shall be effected.
- G. Any matter which may be described in Florida Statutes Section 607.0732.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. CJM's CONSTRUCTION, INC., is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this 15 day of May, 1998.


Incorporator/Robert M. Arlen

STATE OF FLORIDA
COUNTY OF *PALM BEACH*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 18 AM 8:51

The foregoing instrument was acknowledged before me this 15 day of May, 1998 by Robert M. Arlen, who is personally known to me or who has produced Personal Known as identification and who did not take an oath.

Carole L. Nelson
Carole L. Nelson

Notary Public
State of Florida at Large

Seal and commission
expiration stamp:



I, ROBERT M. ARLEN, having been appointed Registered Agent of CJM's CONSTRUCTION, INC. do hereby agree to act in this capacity and to comply with the provisions of all statutes pertaining to the proper and complete performance of my duties executed this 15 day of May, 1998.

[Signature]

Registered Agent