

THE SOTO LAW GROUP, P.A.

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Fourth Floor  
Fort Lauderdale, Florida 33301  
(954) 767-3345  
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*P98000046465*

May 19, 1998

VIA UPS OVERNIGHT

Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

100002530281--0  
-05/20/98-01061-016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Rock Construction, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation with respect to the above referenced corporation. Also enclosed please find the firm's check in the amount of \$122.50 representing the filing fee for the corporation. Please forward a certified copy of the Articles of Incorporation to the undersigned in the enclosed stamped, self addressed envelope.

If you have any questions, please let me know.

LISETTE GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT PRIN. OFFICE  
DATE 4-22-98  
DOC. EXAM 911

Respectfully yours,

*Oscar E. Soto*

Oscar E. Soto  
For the firm

OES:lmb

Enclosure

FILED  
98 MAY 20 PM 2:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*915-2298*

ARTICLES OF INCORPORATION  
OF  
ROCK CONSTRUCTION, INC.

FILED  
98 MAY 20 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation of a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, by and under the provision for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be: ROCK CONSTRUCTION, INC.

ARTICLE II

The general nature of the business proposed to be transacted and carried on is general contracting firm.

It is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The authorized capital stock of this corporation shall consist of five hundred (500) shares of common stock of the par value of One Dollar (\$1.00) per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United

States or proper labor or services at a just valuation to be fixed by the Directors. A majority of the outstanding shares of stock shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (not less than 33-1/3%).

#### ARTICLE IV

This corporation is to have perpetual existence.

#### ARTICLE V

The street address of the initial registered office of this corporation is 1915 Middle River Drive, Suite 207, Fort Lauderdale, Florida 33304, and the mailing address is the same.

The name of the initial registered agent of this corporation at that address is Oscar E. Soto, Esquire, c/o The Soto Law Group, P.A. The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida. THE PRINCIPAL OFFICE ADDRESS IS 433 SOUTH DIXIE HIGHWAY, POMPAHO BEACH, FL 33060.

#### ARTICLE VI

This corporation shall at all times have at least one (1) director. The number of directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by the stockholders, but shall never be less than one (1). Initially the Corporation shall have two directors.

#### ARTICLE VII

The names and addresses of the members of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Denise Jacobazzi	433 South Dixie Highway Pompano Beach, Florida 33060
Anthony Jacobazzi	433 South Dixie Highway Pompano Beach, Florida 33060

#### ARTICLE VIII

The name, address and position of the subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	
Denise Jacobazzi 433 South Dixie Highway Pompano Beach, Florida 33060	President\Secretary
Anthony Jacobazzi 433 South Dixie Highway Pompano Beach, Florida 33060	Vice President\Treasurer

#### ARTICLE IX

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the powers of the

corporation, its stockholders and directors, are hereby adopted as part of these Articles of Incorporation:

(a) The Board of Directors from time to time shall determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders.

(b) The directors may prescribe a method or methods for replacement of lost stock certificates, and prescribe reasonable conditions by way of security, upon the issue of new certificates therefor.

© Unless otherwise determined by the Board of Directors, no holder of stock of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether out of unissued shares authorized by the Articles of Incorporation of the corporation as originally filed or by an amendment thereof, or out of shares of stock of the corporation acquired by it after the issue thereof, and whether issued for cash or otherwise, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any share of the capital stock of the corporation be entitled as such, as a matter

of right, to purchase or subscribe for any obligations which the corporation may issue or sell that may be convertible into or exchangeable for any shares of the stock of the corporation or any class or classes, or to which shall be attached or appurtenant any warrant or warrants, or any instruments or instrument that shall confer upon the holder or holders of such obligations the right to subscribe for or purchase from the corporation any share of its capital stock of any class or classes.

(d) No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation, shall be invalidated by reason of such relationship, and each and every person who may become a director of the corporation is hereby relieved from any liability that may otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any wise interested. Any director of the corporation may vote upon any

contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

(e) Each and every director and officer of the Corporation shall be indemnified by the Corporation against all costs, expenses and liabilities, including attorneys' fees at all trial and appellate levels reasonably incurred or imposed upon him in connection with any action, suit or proceeding in which he becomes involved by reason of his being or having been a Director or officer of the Corporation. The foregoing provision for indemnification shall apply whether or not such person is a Director or officer at the time such cost, expense or liability is incurred.

1. To the extent that a Director or officer of the Corporation has been successful on the merits or otherwise in the defense of any such action, suit or proceeding, such Director or officer shall have an automatic right of indemnity under this Article.

2. In all cases other than those set forth in the foregoing Paragraph (e)(1), indemnification of a Director or officer shall be only upon a determination that such indemnification is proper in the circumstances as the Director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation. With respect to any criminal

action or proceeding, indemnification shall be had only upon the additional determination that such Director officer had no reasonable cause to believe his conduct was unlawful.

3. In the event any such action, suit or proceeding is resolved by settlement, the indemnification provided for in this Article shall not be automatic and shall apply only when such settlement has been properly approved and a determination as set forth in foregoing Paragraph (e)(2) has been made.

4. No indemnification shall be made in respect of any claim, issue or matter as to which a Director or officer shall or has been adjudged to be liable for negligence or misconduct in performance of his duty to the Corporation unless, and only to the extent, that the Court in which such action or suit was brought shall determine upon application that despite adjudication of liability, but in view of all circumstances of the case, such Director or officer is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper. No indemnification shall be made in respect of any clam, issue or matter as to which a Director or officer shall have admitted to liability for negligence or misconduct in performance of his duty to the Corporation.

5. The determination required under Paragraph (e)(2) above shall be made:



(I) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such action, suite or proceeding;

(ii) If such quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs by independent legal counsel in a written opinion; or

(iii) By the shareholders, by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

6. The foregoing right of indemnification provided in this Article shall be in addition to and not exclusive of any and all right of indemnification to which a Director officer of the Corporation may be entitled under statute or common law or under any policy of insurance.

(f) Directors may set salaries or other compensation of officers without prior stockholder consent or subsequent stockholder ratification, including setting salaries or other compensation for members of the Board who may also from time to time serve as officers of the corporation.

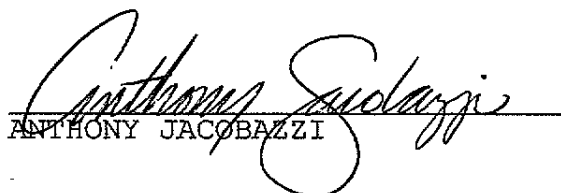
#### ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders having the right to vote on any such amendment, and approved at a stockholders' meeting

by a majority of the stock entitle to vote thereon, unless all the directors and all the stockholders entitled to vote thereon sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


IN WITNESS THEREOF, the undersigned has made and subscribed these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, for the uses and purposes aforesaid this 18 day of May, 1998.

  
DENISE JACOBAZZI

  
ANTHONY JACOBAZZI

STATE OF FLORIDA :  
: SS.  
COUNTY OF BROWARD :

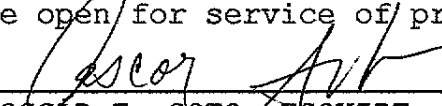
The foregoing Articles of Incorporation were acknowledged before me this 18 day of May, 1998, by DENISE JACOBAZZI and ANTHONY JACOBAZZI, the subscribers to said Articles of Incorporation and who are personally known to me and who did not take an oath.

  
Notary Public State of  
personally known Florida  
My Commission Expires: 5-3-99



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping said office open for service of process.

  
\_\_\_\_\_  
OSCAR E. SOTO, ESQUIRE  
Registered Agent

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

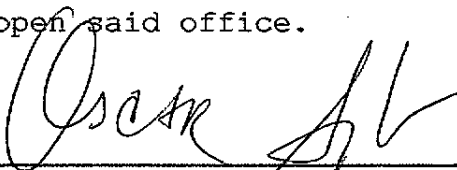
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That ROCK CONSTRUCTION, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Pompano Beach, County of Broward, State of Florida, has named OSCAR E. SOTO, ESQUIRE, its agent to accept service of process within this state.

ACKNOWLEDGMENT:

(Must be signed by designated agent)

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
OSCAR E. SOTO, ESQUIRE

(Resident Agent)

FILED  
98 MAY 20 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA