



THE UNITED STATES
CORPORATION
COMPANY

P98000047859

ACCOUNT NO. : 072100000032

REFERENCE : 834792 81311A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 28, 1998

ORDER TIME : 1:19 PM

ORDER NO. : 834792-005

CUSTOMER NO: 81311A

CUSTOMER: Janet Strickland, Esq
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SHERMAN & FORD
145 E. Rich Avenue

Deland, FL 32724

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DOMESTIC FILING

NAME: ALL QUALITY CONSTRUCTION OF
FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
98 MAY 28 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DMC
5-28-98

RECEIVED
98 MAY 28 PM 2:35
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
ALL QUALITY CONSTRUCTION OF FLORIDA, INC.**

FILED

98 MAY 28 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, who, if a natural person, is eighteen years of age or older, hereby establishes a corporation pursuant to the Florida Business Corporation Act as amended and adopts the following Articles of Incorporation:

**Article I.
Corporate Name**

The name of this corporation is All Quality Construction of Florida, Inc.

**Article II.
Duration**

The corporation shall exist perpetually.

**Article III.
Purpose**

The corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida and of the United States. The corporation shall have and may exercise all the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Florida.

**Article IV.
Capital Stock**

The corporation is authorized to issue Ten Thousand (10,000) shares of stock, all of which shall be voting common shares with a par value of \$1.00 dollar. All stock when issued shall be fully paid for and shall be nonassessable. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**Article V.
Preemptive Rights**

The holders of the corporation's issued and outstanding common shares shall have the right ("preemptive right") during a reasonable time and on reasonable conditions, both to be fixed by the board of directors, to purchase those common shares or other securities, as the case may be, in those proportions as would, if all the preemptive rights granted were exercised, preserve the relative unlimited dividend rights and voting rights of the then holders. The price or prices at which those common shares or other securities shall be issued to the then holders of the corporation's issued and outstanding shares shall be no less favorable than the price or prices at which those common shares or other securities are proposed to be offered for sale to others.

**Article VI.
Registered Agent and Office**

The name of the initial registered agent of the corporation is Sandra V. Morris. The street address of the initial registered office of the corporation is 1608 Bavon Drive, Deltona, FL 32725.

**Article VII.
Principal Office**

The principal place of business and mailing address of the corporation is 1608 Bavon Drive, Deltona, FL 32725.

**Article VIII.
Initial Board of Directors**

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one. Directors need not be stockholders in the corporation. The names and addresses of the initial board of directors who shall hold office until the first annual meeting of shareholders of the corporation or until their successor(s) are duly elected and qualified are as follows:

Richard W. Proctor
1747 Providence Blvd.
Deltona, FL 32725

Sandra V. Morris
1608 Bavon Drive
Deltona, FL 32725

Christopher D. Morris
1608 Bavon Drive
Deltona, FL 32725

**Article IX.
Incorporator**

The name and street address of the incorporator of the corporation is as follows:

Sandra V. Morris
1608 Bavon Drive
Deltona, FL 32725

**Article X.
Bylaws**

The power to adopt initial Bylaws shall be vested in the Board of Directors.

**Article XI.
Restrictions on the Transfer of Stock**

The following language shall appear on the stock certificates:

The shares represented by this certificate have not been registered under the Securities Act of 1933 or Chapter 517, Florida Statutes. The shares have not been acquired with a view to, or in connection with, any distribution thereof and may not be sold, pledged, hypothecated, transferred to or otherwise disposed of in the absence of an effective registration statement for the shares under the Securities Act of 1933 and Chapter 517 or an opinion of counsel satisfactory to the corporation that registration is not required under such Act and Chapter.

Further, if the stockholders of the Corporation elect for the Corporation to be taxed as a Subchapter S corporation (as defined in the Internal Revenue Code), no stockholder shall transfer all or any part of his or her shares of the Corporation's stock if that transfer would cause an election made by the Corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void.

**Article XII.
Amendments**

The board of directors of the corporation reserve the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11 day of May, 1998.

Sandra V. Morris
Sandra V. Morris, Incorporator
Sandra V. Morris

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Sandra V. Morris, known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State set forth above this 11 day of MAY, 1998.

[SEAL]



Karen Anne Allebach
MY COMMISSION # CC676995 EXPIRES
September 21, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Karen Anne Allebach
Notary Public, State of Florida
KAREN ANNE ALLERBACH
Typed or Printed Name of Notary
Commission No. CC676995
My Commission Expires: 9/21/01
Personally Known X or
Produced Identification
Type of Identification _____

Acceptance by Registered Agent

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

Sandra V. Morris
Sandra V. Morris
5/11/98
Date

FILED
98 MAY 28 PM 3:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE