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June 28, 1998

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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: Asaro's Construction Group, Inc.

Dear Sir or Madame:

Enclosed is an original and a copy of the Articles of Incorporation for the above referenced company and an original and a copy of the Certificate of Domicile.

Also enclosed is our check for \$70.00 to cover the various fees. Please send an acknowledgement of receipt of these funds.

Thank you for your co-operation in this matter.

Sincerely,

 6/29/98

Michael T. Asaro

APPROVED
AND
FILED
98 JUL - 1 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
Asaro's Construction Group, Inc.**

1. NAME: The name of this corporation is: Asaro's Construction Group, Inc.
2. DURATION: The period of its duration is perpetual.
3. PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and of Florida.
4. CAPITAL STOCK: The corporation is authorized to issue 7500 shares of \$1.00 par value common stock.
5. INITIAL REGISTERED AGENT AND OFFICES: The street address of its initial Registered Agent is: 2800 4th Street North, Suite 118, St. Petersburg, FL 33704.

The name of its initial Registered Agent at said address is: Michael T. Asaro.

6. MAILING ADDRESS OF CORPORATION: The complete mailing address of the corporation is: Asaro's Construction Group, Inc.
2800 4th Street North
Suite 118
St. Petersburg, FL 33704

7. INITIAL BOARD OF DIRECTORS: This corporation shall have one director initially and the name and address of the initial director is: Michael T. Asaro at 2800 4th Street North, Suite 118, St. Petersburg, FL 33704.

8. INCORPORATOR: The name and address of the person signing these Articles of Incorporation is: Michael T. Asaro at 2800 4th Street North, Suite 118, St. Petersburg, FL 33704.

9. EFFECTIVE DATE: These Articles are to be effective upon receipt.

DATE

6/29/98

Michael T. Asaro

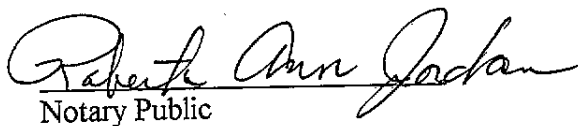
STATE OF FLORIDA
COUNTY OF PINELLAS

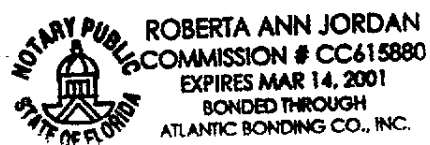
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

I hereby certify that on this day before me, an officer duly qualified to take acknowledgements, personally appeared Michael T. Asaro, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 29 th day of June, 1998


Notary Public



My commission expires: March 14, 2001 -

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
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 Asaro's Construction Group, Inc. desiring to organize under the laws of the State of Florida with its principle offices located, as indicated in the Articles of Incorporation in the city of St. Petersburg, County of Pinellas, State of Florida, has named Michael T. Asaro located at 2800 4th Street North, Suite 118, in the city of St. Petersburg, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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

BY:  6/29/98
Registered Agent

98 JUL - 1 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED