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WAKEFIELD & ASSOCIATES, P.A.

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1127 South Patrick, Suite 14 Satellite Beach, Florida 32937

S. CRAIG WAKEFIELD Certified Estate Planner LLM Masters of Law in Taxation Also Admitted Nebraska & Iowa Respond to: Kissimmee, Florida

Janet Greenleaf, Paralegal Renet McCall, Paralegal Ray Miller, Paralegal

June 29, 1998

## VIA FEDERAL EXPRESS

Secretary of State, State of Florida Attn: Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Re:

Orlando Industrial Contractors, Inc./

<u>Dissolution of Corporation & Incorporation</u>

(Our File No.: 720778.00 & 720778.01)

B JUL 16 PH 3: 00



#### Gentlemen:

Enclosed herewith please find our firm trust account check in the amount of \$43.75, payable to Florida Secretary of State. This amount represents the filing fees necessary for the dissolution of Orlando Industrial Contractors, Inc. as a Florida corporation and a certificate of status. Also enclosed is the original and a copy of the Articles of Dissolution by the Corporation. After filed, please return to our office a stamped copy of the articles and the original certificate.

Secondly, I am enclosing our firm trust account check in the amount of \$122.50, payable to Florida Secretary of State. This amount represents the filing fees necessary for the incorporation of Orlando Industrial Contractors, Inc. as a Florida corporation, registered agent designation fee and certified copy of articles. Also enclosed is the original and a copy of the Articles of Incorporation. After filed, please return to our office a certified copy of the articles. For your convenience, I have enclosed a postage-paid return envelope.

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Secretary of State, State of Florida Attn: Division of Corporations June 29, 1998 Page 2

Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

Renet McCall, Legal Assistant

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**Enclosures** 

## **AFFIDAVIT**

## STATE OF FLORIDA COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared GERALDINE MURPHY, the Secretary and Treasurer of ORLANDO INDUSTRIAL CONTRACTORS, INC., a Florida Corporation, who being duly sworn according to law, depose(s) and say(s) as follows (as used in this Affidavit, the terms "Affiant" and "Affiants" shall include all parties executing this Affidavit).

- 1. That Affiant is the Secretary and Treasurer of ORLANDO INDUSTRIAL CONTRACTORS, INC., a Florida Corporation.
- 2. That the corporation hereby authorizes the immediate assumption and use of the corporation name, ORLANDO INDUSTRIAL CONTRACTORS, INC., a Florida Corporation.

Affiant further sayeth not.

Signed, sealed and delivered in presence of:

ORLANDO INDUSTRIAL CONTRACTORS, INC., a Florida Corporation

Solution of the second

(L.S.)

Printed Name: Revet Mcla!

GERALDINE MURPHY,
Secretary and Treasurer

I HEREBY CERTIFY that this \_\_\_\_\_\_\_ day of July, 1998, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared GERALDINE MURPHY, Secretary and Treasurer of ORLANDO INDUSTRIAL CONTRACTORS, INC., a Florida Corporation, on behalf of said corporation, and who executed the foregoing instrument, [] who is personally known to me or [] who produced \_\_\_\_\_ as identification and who [] did not take an oath and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this / / / / day of July, 1998.

(Notary Seals)

Printed Name:	S-CM16 CAICA FIRM	_
Notary Public, S	tate of Florida	
Commission No	:	
My Commission	Expires:	

## ARTICLES OF INCORPORATION

<u>OF</u>

# ORLANDO INDUSTRIAL CONTRACTORS, INC.



# ARTICLE I. NAME

The name of this corporation shall be ORLANDO INDUSTRIAL CONTRACTORS, INC., whose post office address is 2618 Orchid Lane, Kissimmee, Florida 34744.

# ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be the date of filing. This corporation's duration shall be perpetual.

#### ARTICLE III, PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

# ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 7500 \$1.00 par value shares of common capital stock.

## ARTICLE V. PREEMPTIVE RIGHTS

Articles Of Incorporation Of ORLANDO INDUSTRIAL CONTRACTORS, INC.

COAI11 Page 1

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy Of
Which Is On File At This Corporation's Principal Office."

Articles Of Incorporation Of ORLANDO INDUSTRIAL CONTRACTORS, INC.

COAI11 Page 2

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

ALAN L. COCHRAN, 2618 Orchid Lane, Kissimmee, Florida 34744

#### ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

### ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 1400 West Oak Street, Suite A, Kissimmee, Florida 34741.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: S. CRAIG WAKEFIELD.

## ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

ALAN L. COCHRAN, 2618 Orchid Lane, Kissimmee, Florida 34744

Articles Of Incorporation Of ORLANDO INDUSTRIAL CONTRACTORS, INC.

COAI11 Page 3

## ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ALAN L. COCHRAN - Incorporator

State Of Florida

County Of OTEANE

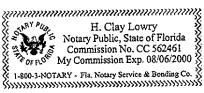
On June 29, 1998, ALAN L. COCHRAN, designated above as the individual who shall serve as the incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of ORLANDO INDUSTRIAL CONTRACTORS, INC.

Notary Public

H Clay Lowey

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:



(SEAL)

I hereby accept my designation as resident agent and agree to serve as the resident agent of ORLANDO INDUSTRIAL CONTRACTORS, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for ORLANDO INDUSTRIAL

CONTRACTORS, INC.

CRAIG WAKEFIELD - Registered Agent

State Of Florida County Of Osceola SECRETARSEE, FLORIG

On June 24 (418), S. CRAIG WAKEFIELD, designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of ORLANDO INDUSTRIAL CONTRACTORS, INC.

Notary Public

Notary Public - Printed Or Typed Name)

H. Clay Lowry

Notary Public, State of Florida

Commission No. CC 562461

My Commission Exp. 08/06/2000

1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

Commission Expiration Date & Commission Number:

(SEAL)