

PA 8000072743



ACCOUNT NO. : 072100000032

REFERENCE : 933525 9616A

AUTHORIZATION :

Patricia Pizoto

COST LIMIT : \$ 122.50

ORDER DATE : August 19, 1998

ORDER TIME : 2:46 PM

ORDER NO. : 933525-005

2000002620352--9

CUSTOMER NO: 9616A

CUSTOMER: Patty Y. Antweiler, Legal Asst
ANNIS, MITCHELL, COCKEY,
EDWARDS & ROEHN, P.A.
One University Park, Suite 600
12800 University Drive
Ft. Myers, FL 33907

DIVISION OF CORPORATION

98 AUG 19 PM 4:16

RECEIVED

DOMESTIC FILING

NAME: MIROMAR CONSTRUCTION, 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: Howard Coleman

EXAMINER'S INITIALS:

g 8/20/98

98 AUG 19 AM 9:52

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
MIROMAR CONSTRUCTION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 19 AM 9:52

The undersigned subscriber to these Articles of Incorporation, being a duly incorporated Florida corporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is MIROMAR CONSTRUCTION, INC., and the address of the principal office is 12800 University Drive, Suite 600, Fort Myers, Florida 33907.

ARTICLE II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) share of a single class of common stock. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence, except that it may be dissolved as provided by law.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE: The street address of the initial principal office of this corporation is 12800 University Drive, Suite 600, Fort Myers, Florida 33907. The name of the initial registered agent of this corporation is Michael J. Ciccarone.

Having been named to accept service of process for MIROMAR CONSTRUCTION, INC., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED BY: 
Michael J. Ciccarone

ARTICLE VII

DIRECTORS: The number of Directors shall be two (2) initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VIII

INITIAL DIRECTORS: The names and addresses of the initial Directors, who subject to the By-Laws of the Corporation shall hold office for the first year of existence of this Corporation or until his or her successors are elected and has qualified are:

NAME AND ADDRESS

Margaret J. Miller 237 Hymus Boulevard Pointe Claire, Quebec Canada H9R5C7	President/Director
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H. Georges Chami 24810 Burnt Pine Dr Ste 4 Bonita Bay, Florida 34134	Vice President/Director
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Michael J. Ciccarone 12800 University Drive Suite 600 Fort Myers, Florida 33907	Secretary
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ARTICLE IX

SUBSCRIBERS: The name and address of the Subscriber to these Articles of Incorporation is as follows:

NAME AND ADDRESS

Michael J. Ciccarone
12800 University Drive Suite 600
Fort Myers, Florida 33907

ARTICLE X

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida. The corporation shall commence business thereafter.

ARTICLE XI

BYLAWS: The initial Bylaws of this corporation shall be adopted by the initial Directors. The Bylaws may be amended from time to time by either the Shareholders or the directors, as such shall exist from time to time. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by

the shareholders, nor may the director adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

ARTICLE XII

NOTICE OF MEETING: Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

ARTICLE XIII

CONTRACTING WITH THE CORPORATION: A director or officer of the corporation shall not be disqualified by his or her office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract. Nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract, by reason of the fact that he or she, or any firm of which he or she is a member or any corporation of which he or she is a shareholder, officer or director, was interested in such transaction or contract. Nothing contained herein shall create liability for the events described above.

ARTICLE XIV

AMENDMENT: 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 shareholders and approved at a shareholders' meeting by no less than eighty-five (85%) of the stock entitled to vote thereon, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE XV

INDEMNIFICATION: In the event that an officer or director is sued by any party, other than the corporation with regard to alleged actions or omissions by said officer or director taken in the course of their duty to the corporation and their activity on behalf of the corporation in such official capacity, the corporation shall, to the extent allowable at law, fully indemnify such officer or director with regard to any damages, judgments or claims, together with any and all

court costs and reasonable attorneys fees incurred, at trial or at the appellate level. The foregoing indemnification, however, shall be applicable only where such alleged wrongdoings relate to the advancing of the best interests of the corporation, and do not evidence any wanton or willful intent, gross negligence or gross recklessness, as determined by the Board of Directors. Upon approval by the Board, the corporation, to the extent allowable by law, may defray the costs of defending any litigation filed against such officer or director in accordance with, and subject to the limitations set forth immediately above. The Board of Directors shall make such determination in their sole discretion and may elect to defray such costs without any requirement that a judgment be obtained by a plaintiff as a prerequisite to defraying such expense.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 12 day of August, 1998.

MIROMAR CONSTRUCTION, INC., a Florida corporation

BY: [Signature]
Michael J. Ciccarone, Incorporator

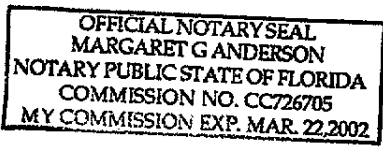
[Signature]
Witness

[Signature]
Witness

State of Florida)
County of Lee)

The foregoing instrument was acknowledged before me this 12 day of August, 1998, by Michael J. Ciccarone, who is personally known to me or has produced (type of identification) as identification and who did take an oath.

[Signature]
Notary Public
Name:
Certificate No. OR Serial No.
My Commission expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 19 AM 9:52