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August 20, 1998

*P98000074625*

Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

300002623783--1  
-08/24/98--01140--002  
\*\*\*122.50 \*\*\*122.50

Re: Incorporation of Donnelly Construction Inc.

Dear Sir or Madam:

I am enclosing our firm check in the amount of \$122.50 in connection with the above corporation for the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
<b>TOTAL</b>	<b>\$122.50</b>

I am also enclosing the original and a copy of the Articles of Incorporation and the Acceptance of Designation as Registered Agent. Please return the copy to this office once it has been certified.

Your assistance in this matter is appreciated.

Sincerely,

*W. Scott Gabrielson*  
W. Scott Gabrielson

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 24 PM 3:07

WSG:jmc  
Enclosures

E:\Gabrielson S\Donnelly Construction\Incorporation\Secretary of State letter.doc

BROWN AUG 26 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**DONNELLY CONSTRUCTION INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
98 AUG 24 PM 3:07

**ARTICLE I**

The name of this Corporation is DONNELLY CONSTRUCTION INC.

**ARTICLE II**

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

**ARTICLE III**

The aggregate number of shares which the Corporation shall have the authority to issue shall be 7,500 shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

**ARTICLE IV**

The street address of the place of business of the Corporation is 476 Little Aspen Court, Ocoee, Florida 34761. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is 476 Little Aspen Court, Ocoee, Florida 34761, and the name of the Corporation's initial registered agent to receive service of process is PAUL DONNELLY.

**ARTICLE V**

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name

and address of the Director are:

<u>Name</u>	<u>Address</u>
PAUL DONNELLY	476 Little Aspen Court, Ocoee, Florida 34761

#### ARTICLE VI

The name and address of the subscriber is PAUL DONNELLY, 476 Little Aspen Court, Ocoee, Florida 34761.


#### ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

#### ARTICLE VIII

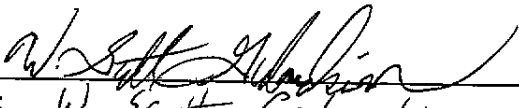
The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: 8-18-, 1998.

  
\_\_\_\_\_  
PAUL DONNELLY

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on August 18, 1998, by  
PAUL DONNELLY. He is personally known to me ~~or has produced~~  
~~\_\_\_\_\_~~ (type of identification) as  
~~identification.~~

  
Name: W. Scott Gabrielson  
(Print Name)

(AFFIX NOTARY SEAL)

Notary Public - State of Florida

My Commission Expires:



W. SCOTT GABRIELSON  
MY COMMISSION # CC424374 EXPIRES  
March 1, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

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


FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 24 PM 3:08

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

That DONNELLY 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 Ocoee, Orange County, State of Florida, has named PAUL DONNELLY as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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

  
\_\_\_\_\_  
PAUL DONNELLY  
(Registered Agent)