

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL. 32314

900002692849--0
-11/20/98--01067--003--
*****78.75 *****78.75

SUBJECT: METZKOW CONSTRUCTION, INC.
(proposed corporate name - must include suffix)

Enclosed is an original and (1) copy of the Articles of Incorporation and a check for:

<u>17</u>	\$70.00	<u>18</u>	\$78.75
Filing Fee		Filing Fee	
		& Certificate	

<div> <div>\$122.50</div> <div>Filing Fee & Certified Copy</div> </div>	<div> <div>\$131.25</div> <div>Filing Fee & Certified Copy & Certificate</div> </div>
---	---

ADDITIONAL COPY REQUIRED

FROM: ACTION ACCOUNTING, INC.
635 BREVARD AVENUE
COCOA, FLORIDA 32922-7807
(407) 638-4744
FAX: (407) 638-2449

FILED
98 NOV 20 AM 11:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF ARTICLES

24 1998

FILED
98 NOV 20 AM 11:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
METZKOW CONSTRUCTION, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be:

METZKOW CONSTRUCTION, INC.

and shall perform all business under the name of:

METZKOW CONSTRUCTION, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

954 SIERRA PLACE
PALM BAY, FL. 32907

ARTICLE III. SHARES

This corporation is authorized to issue 100 shares of common stock with a par value of \$ 1.00 , which shall be designated "common shares".

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business.

ARTICLE V. DURATION

This corporation shall commence NOVEMBER 20, 1998 and shall have perpetual existence.

ARTICLE VI. PREEMPTIVE RIGHTS

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

ARTICLE VII. SHAREHOLDER/OFFICER LIABILITY

The personal liability of any of the shareholders, and/or the officers, of the above corporation is limited to their respective percentage of stock ownership as compared to all of the issued stock.

ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

This corporation shall have 1 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

**TERRI E. NANNY
4599 HELENA DRIVE
TITUSVILLE, FL. 32780**

ARTICLE X. SALE OF SHAREHOLDERS STOCK

If any shareholder desires to sell his/her corporate stock, they must first offer it for sale back to the corporation, and second to the existing remaining shareholders, at the initial price paid by the selling shareholder, for the stock. If after a period of 30 days, neither the corporation, nor the existing shareholders pick up their option to purchase this stock, then said shareholder may offer his/her stock for sale to the highest bidder.

ARTICLE XI. INCORPORATOR

The name(s) and street address(es) of the
incorporator(s) to these Articles of Incorporation is(are):

TERRI E. NANNY
4599 HELENA DRIVE
TITUSVILLE, FL. 32780

ARTICLE XI. AMENDMENTS

This corporation reserves the right to amend or repeal
any provision contained in these Articles of Incorporation,
or any amendment hereto, by a majority vote of the Board of
Directors, and any right conferred upon the shareholders is
subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator(s)
has(have) executed these Articles of Incorporation on this 17
day of NOVEMBER, 1998.

[Signature]
Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an
incorporator does not constitute the designation of officers.

STATE OF FLORIDA COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary
Public duly authorized in the State and County named above to
take acknowledgements, personally appeared TERRI E, NANNY,
known to be the person described as subscriber in and who
executed the foregoing Articles of Incorporation, and who
acknowledged before me that he/she/they subscribed to those
Articles of Incorporation.

WITNESS my hand and official seal in the County and
State named above this 17 day of NOVEMBER, 1998.

[Signature]

Notary Public

seal



John Dennis Giles, Sr
My Commission CC623313
Expires March 12, 2001

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED OFFICE, IN THE STATE OF FLORIDA.

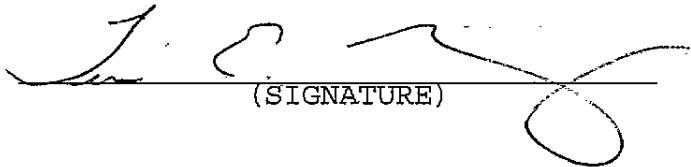
1. The name of the corporation is:

METZKOW CONSTRUCTION, INC.

2. The name and address of the registered agent and office is:

**TERRI E, NANNY
4599 HELENA DRIVE
TITUSVILLE, FL. 32780**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

NOVEMBER 17, 1998
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL.
32314

FILED
98 NOV 20 AM 11:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA