

TRANSMITTAL LETTER

P98000103807

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

98 DEC 14 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

SUBJECT: Gold Coast Construction, Inc.
(Proposed corporate name - must include suffix)

200002712282--7
-12/15/98-01010-002
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

3 To (please print)
Recipient's Name BARBARA BUNCHEON Phone 561 848-0000
Dept./Floor/Suite/Room

Company ASI

Address 1338 So. Killian, #7
(To "HOLD" at FedEx location, print FedEx address here) (We Cannot Deliver to P.O. Boxes or P.O. Zip Codes)

City LAKE PARK State FL Zip 33403

For HOLD at FedEx Location check here
 Hold Weekday (Not available with FedEx First Overnight)
 Hold Saturday (Not available at all locations) (Not available with FedEx First Overnight or FedEx Standard Overnight)

For Saturday Delivery check here
 (Extra Charge Not available to all locations) (Not available with FedEx First Overnight or FedEx Standard Overnight)

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

DMP
12-7-98
198-27256

SD
12/14

685, 524, 2550



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 7, 1998

BARBARA GUNCHEON
ASI
1338 S KILLIAN #7
LAKE PARK, FL 33403

SUBJECT: GOLD COAST CONSTRUCTION, INC.
Ref. Number: W98000027256

We have received your document for GOLD COAST CONSTRUCTION, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

In order to return your document by Federal Express, you must provide us with an account number.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 098A00057671

*I have enclosed
875 + your certificate
of status
875 + your certified copy
of articles*

*Check attached
Thank you.
Also check you Feb +*

**ARTICLES OF INCORPORATION
OF
GOLD COAST CONSTRUCTION, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation shall be **GOLD COAST CONSTRUCTION, INC.**

ARTICLE II - DURATION

The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any and all lawful endeavors and transactions, for which any Corporation may be incorporated, together with all necessary purposes related thereto, pursuant to Chapter 607, Florida Statutes, entitled "The Florida General Corporation Act."

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value, common stock, which shall be designated common shares.

**ARTICLE V - PREFERENCES, LIMITATIONS, AND RELATIVE
RIGHTS OF
SHARES OF CAPITAL STOCK**

Except as otherwise provided by law, the entire voting power for election of directors and all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PRE-EMPTED RIGHTS

Every share holder 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 the issuance of fractional shares) at a price at which it is offered to others outside the Corporation.

ARTICLE VII - INITIAL OFFICE

The initial post office of this Corporation in the State of Florida will be:

**Gold Coast Construction, Inc.
1338 South Killian Drive
Lake Park, Florida 33403**

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors, initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never have less than one (1). The name and address' of the initial directors of the Corporation are as follows:

Ronald Guncheon	1338 So. Killian Drive Lake Park, Florida 33403	400 Shares
Carlos Gonzales	1338 So. Killian Drive Lake Park, Florida 33403	400 Shares

ARTICLE IX - INCORPORATOR

The name and address of the person executing the Articles of Incorporation, as Incorporator is as follows:

Ronald Guncheon 1338 South Killian Drive, Lake Park, Florida 33403

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the original Incorporator.

ARTICLES XI - RESTRICTIONS OF TRANSFER OF STOCK

Shares held by the shareholders may not be resold, or otherwise transferred to another person, without the written approval of the original Incorporator. The price and the terms at which and the time in which said shares may be offered and sold shall be specified by a written agreement between the original shareholders of this Corporation.

ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special shareholder meetings may be called by the Board of Directors and/or by the holder of 50% of the shares entitled to vote and/or by the President in the case of a tie vote and/or a "dead lock".

***ARTICLE XIV - APPROVAL FOR MERGER AND SHAREHOLDERS
REQUIRED FOR MERGER***

The approval of the shareholders of this Corporation to any plan or merger shall be required, unless such approval is specifically covered by other alternatives in the By-Laws of the Corporation.

***ARTICLE XV - MANAGEMENT OF CORPORATION BY
SHAREHOLDERS***

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation under the direction of the President of the Corporation holding the powers as outlined in the By-Laws.

ARTICLE XVI - POWERS

The Corporation shall have all the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVII - DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from the voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be an act of the Board of Directors, with the President having the authority to cast the "dead-lock" vote. Where the directors are equal (50/50) and there are only two (2) directors, both directors must be present in person or the President of Corporation shall have the authority to call a quorum and cast the "dead-lock" votes required.

ARTICLES XVIII - INDEMNIFICATION

The Corporation shall indemnify any officer or any former officer or director, (if approved by the President and/or Board of Directors), to the full extent permitted by the By-Laws.

ARTICLE XIX - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholders is subject to this restriction, upon approval of the Board of Directors or the President of the Corporation utilizing his "dead-lock" right.

IN WITNESS WHEREOF, I, the undersigned subscribed has executed these Articles of Incorporation, this fourth (4th) day of December, 1998.

L.S. *Ronald Guncheon*
Ronald Guncheon, Incorporator & President

FILED
98 DEC 14 PM 12:11
CLERK OF STATE
PALM BEACH COUNTY, FLORIDA

STATE OF FLORIDA, COUNTY OF PALM BEACH

I hereby certify that on this day, before me, a **NOTARY PUBLIC**, in and for the State of Florida, duly authorized in the State and County named above to take stated acknowledgments, personally appeared, **RONALD GUNCHEON**, Incorporator and President of Gold Coast Construction, Inc. to me personally known to be the person described as herein and who has executed the foregoing Articles of Incorporation, and does hereby acknowledge before me that he subscribed to these Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL, this Fourth (4th) day of December, 1998.

Leslie F. Lyon
NOTARY PUBLIC, STATE OF FLORIDA



LESLIE F. LYON
Notary Public, State of Florida
My Comm. Exp. Dec. 28, 1999
No. Cc 515362

ARTICLE XX - RESIDENT AGENT (Personally Known I.D. Given)

The Corporation does hereby designate the following as its Resident Agent for the purpose of accepting service on behalf of the Corporation. Said Resident Agent does hereby signify her acceptance.

Barbara Guncheon
1338 South Killian Drive
Lake Park, Florida 33403

The undersigned hereby accepts the office of Resident Agent for and on behalf of **GOLD COAST CONSTRUCTION, INC.**, a Florida Corporation, for the purpose of accepting service upon said Corporation and no other purpose.

Dated this Fourth (4th) day of December, 1998.

Barbara Guncheon
Barbara Guncheon, Resident Agent