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Paul C. Zempel

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PLEASE RUSH

December 11, 1998

Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

200002711962--5  
-12/14/98--01117--017  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Alpha Omega Building Corporation

Gentlemen:

Enclosed are Articles of Incorporation in duplicate for the above named corporation, together with check in the amount of \$122.50 to cover the incorporating fees and a certified copy of the Articles.

We have been advised by your office that this name does not appear to be in use at this time.

I will appreciate it if you will call my office collect and advise the number of the corporation and date of incorporation, or if there is any problem.

Please transmit the certified copy of the Articles to

Thank you for your cooperation.

Very truly yours,

*Paul C. Zempel*  
PAUL C. ZEMPEL

PCZ:gs

Enclosure

dk62/a-o

98 DEC 14 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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12/15

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98 DEC 14 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

of

**ALPHA OMEGA BUILDING CORPORATION**

The undersigned subscriber, being a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of this corporation shall be Alpha Omega Building Corporation.

**ARTICLE II**

**Principal Office**

The initial principal office of the corporation shall be located at 1810 U.S. Alt. 19 South - Suite J, Tarpon Springs, Florida 34689.

**ARTICLE III**

**Shares**

The aggregate number of shares which the corporation shall have authority to issue is 500,000 shares of \$1.00 par value common stock, which shall be fully paid and non-assessable. All of such stock shall be payable in cash, property, labor or services, at a valuation to be fixed by the shareholders equal in dollars at least to the par value of the stock to be issued therefor.

#### ARTICLE IV

##### Registered Agent and Initial Registered Office

The address of the corporation's initial Registered Office is 1810 U.S. Alt. 19 South - Suite J, Tarpon Springs, Florida 34689, and the name of its Registered Agent is Paul C. Zempel. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

#### ARTICLE V

##### Incorporator

The name and address of the incorporator are:

Paul C. Zempel  
1810 U.S. Alt. 19 South - Suite J  
Tarpon Springs, FL 34689

#### ARTICLE VI

##### Purpose

The purpose of the corporation is to engage in any or all lawful business for which corporations may be organized in the State of Florida.

#### ARTICLE VII

##### Shareholders' Agreements

Any two or more of the shareholders of the corporation may from time to time enter in to such agreements as may seem expedient to them, concerning the voting of their stock, limiting the transferability of their stock, and making other provisions for the regulation of the business and conduct of the affairs of

the corporation, and thereafter any transfer of said stock shall be made accordance with said agreement, provided that written or printed notice of such agreement shall be endorsed upon the certificates of stock subject thereto.

#### ARTICLE VIII

##### Interests of Directors and Officers

In the absence of fraud, no contract or other transaction entered into by this corporation shall be invalidated or in any way affected because one or more of the directors or officers of the corporation are interested, directly or indirectly, in said contract or transaction, or as a director or officer of another corporation or firm which was a party to the contract or transaction; provided that such officer or director shall have fully disclosed to the Board of Directors such interest or position prior to the time the contract or transaction was approved or confirmed by the Board of Directors. Any director who has such interest or position may be counted in determining the existence of a quorum at the meeting considering the contract or transaction, and may vote thereon as he or she would otherwise have.

#### ARTICLE IX

##### Indemnification

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

**ARTICLE X**

**Amendments**

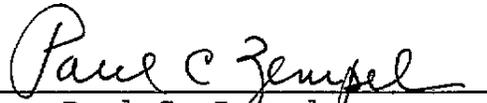
These Articles may be amended by action of the shareholders, subject to the provisions contained in any shareholders' agreement entered into under Article VII.

Executed by the incorporator this 1st day of  
December, 1998.

  
\_\_\_\_\_  
Paul C. Zempel

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the designation as registered agent of Alpha Omega Building Corporation, and I do certify that I am familiar with, and do accept the obligations of such position.

  
Paul C. Zempel

98 DEC 14 PM 3:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED