

99000000 1155

FULLER & ASSOCIATES
ATTORNEYS AT LAW

BARRY J. FULLER*

JAMES D. ACOSTA, OF COUNSEL
CERTIFIED CIVIL TRIAL ATTORNEY

JOHN F. TOLSON, JR., OF COUNSEL

* Member Florida and California Bars
** Member Florida, New York and
New Jersey Bars

THE OFFICE PAVILION

2301 PARK AVENUE, SUITE 404
ORANGE PARK, FLORIDA 32073
TELEPHONE: (904) 264-0585
TELEFAX: (904) 264-1714

January 4, 1999

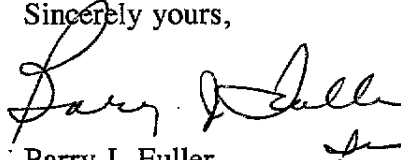
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: ARTICLES OF INCORPORATION

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation as referenced above together with a check for the \$70.00 filing fee.

Sincerely yours,


Barry J. Fuller

500002730335--8
-01/05/99--01050--009
*****70.00 *****70.00

BJF:srs
Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -5 PM 4:23

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JAN -6 PM 4:24

OF

QUALITY CONSTRUCTION SERVICES, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**FIRST
NAME**

The name of the corporation is: **QUALITY CONSTRUCTION SERVICES, INC.**

**SECOND
DURATION**

The period of duration of the corporation is perpetual.

**THIRD
PURPOSE**

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

**FOURTH
SHARES**

The maximum number of shares that the Corporation is authorized to have outstanding is 10,000 shares of common stock having a par value of \$1.00 per

**FIFTH
REGISTERED AGENT**

The initial street address in Florida of the initial registered office of the corporation is

337 Island View Circle, Orange Park, Florida 32073, and the name of the initial registered agent at such address is Bryan Tebbe.

The principal place of business of this corporation is 337 Island View Circle, Orange Park, Florida 32073.

SIXTH PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

SEVENTH INITIAL INCORPORATOR

The name and address of the initial incorporators are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|---------------------------------------------------------|
| Bryan Tebbe | 337 Island View Circle Orange Park, Florida 32073 |
| Michael Sheehan | 8461 Boysenberry Lane W. Jacksonville, Florida 32244 |

EIGHTH INITIAL DIRECTORS

The Board of Directors of the corporation shall consist of from one to five members, as more specifically set forth in the by-laws. The number of directors may be increased or

decreased from time to time by amendment to the by-laws. Initially there shall be one member. The name and address of the initial member of the Board of Directors is:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|---------------------------------------------------------|
| Bryan Tebbe | 337 Island View Circle Orange Park, Florida 32073 |
| Michael Sheehan | 8461 Boysenberry Lane W. Jacksonville, Florida 32244 |

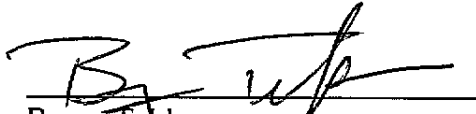
NINTH CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or as Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

TENTH AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholders meeting, with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles
of Incorporation at Orange Park, Clay County, Florida this 11th day of 12, 1998.

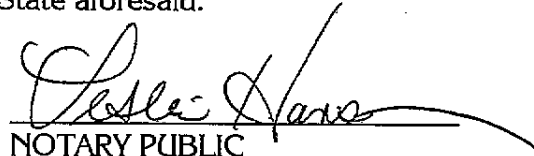

Bryan Tebbe


Michael Sheehan

**STATE OF FLORIDA
COUNTY OF CLAY**

Before me, the undersigned authority, personally appeared Bryan Tebbe and Michael Sheehan, who is known to be the persons described in and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes described therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 11 day
of DECEMBER, 1998 in the County and State aforesaid.


NOTARY PUBLIC
My Commission Expires:



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

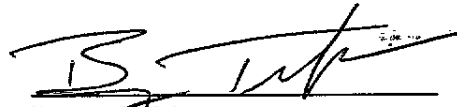
FILED
CLERK OF STATE
OFFICE OF CORPORATIONS

99 JAN - 5 PM 4:24


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 agent, in the State of Florida.

1. The name of the corporation is: Quality Construction Services, Inc. Name and address of the registered agent and office is:

Bryan Tebbe
337 Island View Circle
Orange Park, Florida 32073


Bryan Tebbe
Incorporator
Date: 12-11-98

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 I am familiar with and accept the obligations of my position as registered agent.


Bryan Tebbe
Date: 12-11-98