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January 2, 1999

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

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SUBJECT: Walter J. Downes, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 for the Filing Feeg

FROM:

Walter J. Downes, Inc. 2772 Summit Blvd. West Palm Beach, FL 33406

Daytime Telephone 561-357-9811

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F. CHESSER JAN 1 2 1999

ARTICLES OF INCORPORATION

OF

Walter J. Downes, Inc.

The Undersigned Incorporator of these Articles of
Incorporation, a natural person competent to contract, hereby
adopts the following Articles of Incorporation for the purposes of
forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation ("Corporation") is Walter J. Downes, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States of America and the State of Florida, primarily in Construction.

ARTICLE III - DURATION

This corporation is to exist perpetually commencing at the time of filing these Articles of Incorporation by the Department of State.

ARTICLE IV - CAPITAL STOCK

The amount of the capital stock which the corporation shall have the authority to issue is 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - NUMBER OF DIRECTORS

The corporation shall have one director initially. The number of Directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but there shall never be less than one (1). The name and street address of the initial Director of this corporation is:

Walter J. Downes

2772 Summit Blvd. West Palm Beach, FL 33406

ARTICLE VI - INCORPORATOR -

The name and street address of the person signing this Certificate of Incorporation is as follows:

Walter J. Downes

2772 Summit Blvd. West Palm Beach, FL 33406

ARTICLE VII - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

ARTICLE VIII - BY-LAWS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, alter, or repeal the corporation.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2272 Summit Blvd., West Palm Beach, FL 33406, the initial Registered Agent of this Corporation at that address is Walter J. Downes.

ARTICLE X - INDÉMNIFICATION

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned being the Incorporator has executed these Articles of Incorporation this Anday of January 1999.

Natte & Downes
Name: Walter I Downes

STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared, Walter J. Downes, to me personally known to be the person described in and who executed the forgoing Articles of Incorporation, and acknowledged before me that he executed the same and did take an oath.

WITNESS my hand and seal in the county and state aforesaid this day of January, 1999.

NOTARY PUBLIC

My commission expires:

ARY PUBLIC - STATE OF FLORIDA SUSAN A RYAN COMMISSION # CC764985 EXPIRES 8177/2002 SONDED THRU ASA 1-888-NOTARY1

ACCEPTANCE OF REGISTERED AGENT'S DESIGNATION

Having been named to accept service of process for Walter J. Downes, Inc. at the place designated in the articles of incorporation and to otherwise act as registered agent for said Corporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

DATE 1-2-39

Name: Walter J. Downes

STATE OF FLORIDA COUNTY OF PALM BEACH

I hereby certify that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared, Walter J. Downes, to me personally known to be the person described in and who executed the foregoing Acceptance of Registered Agent, and acknowledged before me that he executed the same and did take an oath.

WITNESS my hand and seal in the county and state last aforesaid this and day of January, 1999.

Notary Public

My Commission Expires:

. FARY PUBLIC - STATE OF FLORIDA SUSAN A. RYAN COMMISSION # CC764985 EXPIRES 8/17/2002 SONDED THRU ASA 1-888-NOTARY1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA