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February 1, 1999

Division of Corporations
Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

Re: **METRO BUILDING SERVICES, INC. # L56486**

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the following documents

300002772323-5

-02/04/99-01096-004

105.00 **70.00

1. Articles of Amendment to the Articles of Incorporation of Metro Building Services, Inc. changing the name of that corporation to "D&G Building Services, Inc."
2. Article of Incorporation organizing a new corporation named Metro Building Services, Inc.

Also enclosed is the check of this firm in the amount of \$105.00 for the filing fees.

Please file the Articles of Amendment following by the Articles of Incorporation and return one copy of each document with the filing information stamped thereon to me..

If you have any questions regarding this matter, please do not hesitate to contact this office.

Sincerely,

KENNETH B. WHEELER, LL.M. TAX, P.A.

Richard D. Baxter

Richard D. Baxter, Esq.

FILED
9 FEB -4 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

Dmc
2/11/99

**ARTICLES OF INCORPORATION
OF
METRO BUILDING SERVICES, INC.**

FILED

99 FEB -4 PM 12: 09

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this Corporation shall be:

METRO BUILDING SERVICES, INC.

**ARTICLE II
DURATION**

The Corporation shall exist perpetually until dissolved according to law.

**ARTICLE III
NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV
AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock having a par value of \$0.01 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually

performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

2915 Sun Cove
Kissimmee, Florida 34746

The name of the initial registered agent of this Corporation at that address shall be:

SHEILA A. SMITH

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have two (2) Directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

ARTICLE VII
DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
SHEILA A. SMITH	2915 Sun Cove Kissimmee, FL 34746
JAMES A. ABRAMS	2915 Sun Cove Kissimmee, FL 34746

**ARTICLE VIII
INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

SHEILA A. SMITH
2915 Sun Cove
Kissimmee, Florida 34746

**ARTICLE IX
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the corporation is located at:

2915 Sun Cove
Kissimmee, Florida 34746

The mailing address of the corporation is:

2915 Sun Cove
Kissimmee, Florida 34746

**ARTICLE IX
SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.
3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

4. This Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter, including, but not limited to, Section 607.0850 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, for the uses and purposes aforesaid, this 1st day of February, 1999.


SHEILA A. SMITH
Incorporator

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT
METRO BUILDING SERVICES, INC.**

FILED

99 FEB -4 PM 12:09

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Florida Statute, METRO BUILDING SERVICES, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at Osceola County, Florida, has named SHEILA A. SMITH located thereat as its registered agent to accept service of process within this state.

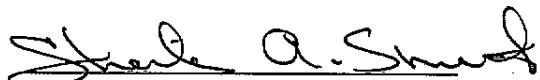
By:



SHEILA A. SMITH,
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:



SHEILA A. SMITH,
Registered Agent