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Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

PROFESSIONAL CONSTRUCTION AND CONSULTING CORPORATION

Certificate of Status	0
Certified Copy	1
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BM 3/5/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 5, 1999

EMPIRE

SUBJECT: PROFESSIONAL CONSTRUCTION AND CONSULTING CORPORATION
REF: W9900005404

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

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Neysa Culligan
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
FOR

PROFESSIONAL CONSTRUCTION AND CONSULTING CORPORATION

ARTICLE I - NAME

The name of the corporation is PROFESSIONAL CONSTRUCTION AND CONSULTING CORPORATION. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the law of the State of Florida

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 120 shares of Common Stock, par value \$0.01 share.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of this Corporation is 3640 SW 86th AVE.; Miami, Fl 33155; and the name of the initial registered agent of this Corporation at the address is John Adams and the principal address is 3640 SW 86 AVE.; Miami, Fl 33155.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall

THIS DOCUMENT WAS PREPARED BY: Jose I. Carrillo, Esq.,
3663 SW 8th St Suite 214
Miami, FL 33135 FBN-82 0733
(305) 444-3000

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never be less than one. The name and address of the initial director of this Corporation is:

John Adams
President/Director
3640 SW 86 Ave.
Miami, Fl 33155

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

John Adams
3640 S.W. 86 Avenue
Miami, Florida 33155

ARTICLE VII - INDEMNIFICATION


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

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation on the date of signing.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Date: January 26, 1999.


John Adams
3640 SW 86th Ave.
Miami, Fl 33155

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STATE OF FLORIDA)
 SS.
COUNTY OF DADE)

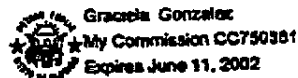
Before me, a Notary Public authorized to take
acknowledgments in the state and county set forth above, personally
appeared John Adams, who presented his Driver's License No.

, known to me and known by me to be the person who
executed the foregoing Articles of Incorporation, and he
acknowledged before me that he executed those Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the state and county aforesaid, this
26 th day of January, 1999.


Notary Public, State of Florida
at Large

My Commission Expires:



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**CERTIFIED DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

W I T N E S S E T H:

That Professional Construction and Consulting Corporation, desiring to organize under the laws of the State of Florida, has named John Adams, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-state Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Dated this 26 day of January, 1999.


John Adams, Registered Agent

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