



THE UNITED STATES
CORPORATION
COMPANY

099000027025

ACCOUNT NO. : 072100000032

REFERENCE : 178640 9666A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 70.00

ORDER DATE : March 23, 1999

ORDER TIME : 10:39 AM

ORDER NO. : 178640-005

CUSTOMER NO: 9666A

000002815410--2

CUSTOMER: Tim Haines, Esq
HART & GRAY
HART & GRAY
P. O. Box 3310

Ocala, FL 34478-3310

DOMESTIC FILING

NAME: NEW AGE CONSTRUCTION OF
OCALA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

2555

W99-6972

EXAMINER'S INITIALS:

JP 3/24/99

FILED
SECRETARY OF STATE
TOWNSHIP OF CORPORATIONS
99 MAR 23 PM 1:57

RECEIVED
99 MAR 23 AM 11:22
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 23 PM 1:57

March 23, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: NEW AGE CONSTRUCTION OF OCALA, INC.
Ref. Number: W99000006972

We have received your document for NEW AGE CONSTRUCTION OF OCALA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 999A00014479

RESUBMIT

Please give original
submission date as file date.

DIVISION OF CORPORATIONS

99 MAR 24 AM 11:21

RECEIVED

ARTICLES OF INCORPORATION
OF
NEW AGE CONSTRUCTION OF OCALA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 23 PM 1:57

The undersigned incorporator executes and adopts the following Articles of Incorporation for the Corporation:.

ARTICLE 1.

1.01 Name and Address. The name of the Corporation is **NEW AGE CONSTRUCTION OF OCALA, INC.**, and the mailing address of the Corporation is 5405 SW 28th Avenue, Ocala, Florida 34474. The address of the Corporation's principal office is 5405 SW 28th Avenue, Ocala, Florida 34474.

ARTICLE 2.

2.01 Duration. The period of duration of the Corporation is perpetual.

ARTICLE 3.

3.01 Purpose. The purpose of the Corporation is to provide building and other construction services including, but not limited to, acting as a general contractor or subcontractor, and all other purposes permitted by law.

3.02 Corporate Powers. The Corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.

3.03 Authority of Directors. The board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the

ARTICLES OF INCORPORATION
FOR
NEW AGE CONSTRUCTION OF OCALA, INC.

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purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

ARTICLE 4.

4.01 Stock Certificates. Certificates of stock shall be signed by the President or the Vice-President, jointly with the Secretary and the seal of the Corporation shall be impressed thereon.

4.02 Number of Authorized Shares. The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

4.04 Shares in Classes. The shares of the Corporation are to be divided into voting and non-voting shares. There is no requirement, however, that any non-voting shares be issued unless the Directors authorize issuance. Otherwise, there will be no classes of shares of the Corporation.

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ARTICLE 5.

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE 6.

6.01 Bylaws. The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

6.02 Director Conflicts. Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party

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does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

6.03 Indemnification and Related Matters. The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

6.04 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

6.05 Amendment of Articles of Incorporation. The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

ARTICLE 7.

7.01 Organizing Director. The initial Board of Directors shall consist of one (1) Director. The number of Directors may be either increased or diminished from time to time by the Bylaws. The names and addresses of the initial Directors of this Corporation are:

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FOR
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<u>Name</u>	<u>Address</u>
FABRIZIO SCALA	5405 SW 28 th Avenue Ocala, FL 34474

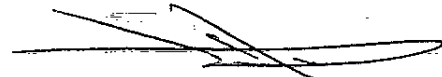
ARTICLE 8.

8.01 Registered Agent and Registered Office. The name and address of the initial Registered Agent of the Corporation is FABRIZIO SCALA, whose mailing address is 5405 SW 28th Avenue, Ocala, Florida 34474.

ARTICLE 9.

9.01 Incorporator. The name and address of the person signing these Articles is FABRIZIO SCALA, whose mailing address is 5405 SW 28th Avenue, Ocala, Florida 34474.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this ____ day of March, 1999.



FABRIZIO SCALA

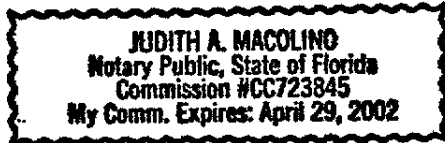
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STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared FABRIZIO SCALA known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 2nd day of March, 1999.



Judith A. Macolino
Print Name: JUDITH A. MACOLINO
Notary Public, State of Florida
Commission No.: _____
My commission expires: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 23 PM 1:57

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

FABRIZIO SCALA, whose address is 5405 SW 28th Avenue, Ocala, FL 34470, is the initial registered agent named in the Articles of Incorporation to accept service of process for **NEW AGE CONSTRUCTION OF OCALA, INC.**, a corporation organized under the laws of the State of Florida and he hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 22nd of March, 1999.



FABRIZIO SCALA