

P99000044428

Cindy Adair, P.A.
224 Datura Street, Suite 1005
West Palm Beach, FL 33401
Telephone (561) 964-9171
Facsimile (561) 964-4311

May 11, 1999

State of Florida
Department of State
New Filings Section
Division of Incorporation
Post Office Box 6327
Tallahassee, FL 32314

400002873464--4
-05/13/99--01037--009
****122.50 ****78.75

Re: MJ ADAIR CONSTRUCTION INC.

Gentlemen:

Enclosed please find the following documents in regard to the above:

1. Articles of Incorporation
2. Certificate of Designating Place of Business or Domicile for the Service of Process within this State, Naming Agent Upon Whom Process May be Served
3. Check in the amount of \$122.50.

The above documents are submitted to become a Florida corporation. If accepted, we would like to request a Certification of Incorporation.

Sincerely yours,

Cindy Adair

Enclosures:

As Stated # 1 & #2 in duplicate

FILED
1999 MAY 13 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
1999 MAY 13 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

M. J. ADAIR CONSTRUCTION ^{Inc.}

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

FIRST: The name of the corporation is M. J. Adair Construction^{Inc.}, a Florida corporation whose principal office is at 224 Datura Street, Suite 1005, West Palm Beach, Florida, 33401.

SECOND: This corporation shall exist perpetually.

THIRD: The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is one thousand shares of Capital Stock with a par value of One (\$1.00) Dollar.

Initial Issue. One hundred shares of Capital Stock of the corporation shall be issued for cash at a value of One (\$1.00) Dollar per share.

Stated Capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered office of the corporation is 224 Datura Street, Suite 1005, West Palm Beach, FL, 33401, and the name of the initial registered agent at such address is Cindy Adair.

SIXTH: The initial Board of Directors shall consist of one member. The Board of Directors need not be residents of the State of Florida or shareholders of the corporation. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the Shareholders, but the corporation shall never have less than one director.

SEVENTH: The name and address of the initial Board of Directors who shall serve as Director(s) until the first annual meeting of shareholders, or until their successor(s) shall have been elected and qualified, is as follows:

Michael J. Adair
224 Datura Street, Suite 1005
West Palm Beach, FL 33401

EIGHTH: The name and address of the initial incorporator is as follows:

Michael J. Adair
224 Datura Street, Suite 1005
West Palm Beach, FL 33401

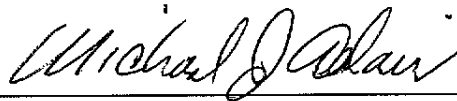
NINTH: An affirmative vote of three-fourths of the shares of the corporation shall be required for any shareholder action.

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

ELEVENTH: 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 all shares of common stock currently authorized and issued.

TWELFTH: 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 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.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these articles of incorporation at West Palm Beach, Palm Beach County, Florida, on the 26th day of April, 1999.



Michael J. Adair

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That M. J. Adair Construction, ^{Inc.} desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 224 Datura Street, Suite 1005, West Palm Beach, FL 33401, has named Cindy Adair, located at 224 Datura Street, Suite 1005, West Palm Beach, FL 33401, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated 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.


Cindy Adair

April 26, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1999 MAY 13 AM 9:54

FILED