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TRANSMITTAL LETTER

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

99 JUN 25 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SUBJECT: CARMO & COSTA CONSTRUCTION CORPORATION
(Proposed corporate name)

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$87.50..

EFFECTIVE DATE
6-23-99

FROM: ACCOUNTING PROFESSIONALS GROUP, INC.
6220 S. ORANGE BLOSSOM TRAIL, SUITE 142
ORLANDO, FLORIDA 32809
(407) 856-1906

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*****87.50 *****87.50

Note: Additional copy of Articles is needed only when certified copy is requested.

gjc
6/29

ARTICLES OF INCORPORATION
OF
CARMO & COSTA CONSTRUCTION CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is CARMO & COSTA CONSTRUCTION CORPORATION

initial address: 4744 Walden Circle Apt. 912, Orlando, Florida 32811.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on June 23, 1999.

EFFECTIVE DATE
6-23-99

ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of Five (\$5.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this Corporation is Vairton Carmo, 4744 Walden Circle Apt. 912, Orlando, Florida 32811.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have Two (2) Directors, initially. The number of Director/s may be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Vairton Carmo	4744 Walden Circle Apt. 912 Orlando, Florida 32811
Edson O. Costa	4744 Walden Circle Apt. 912 Orlando, Florida 32811

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the

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price at which it is offered to others.

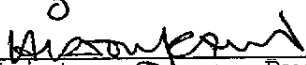
ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is
Vairton Carmo, 4744 Walden Circle Apt. 912, Orlando, Florida 32811.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any
provisions contained in these Articles of Incorporation, in accordance
with the provisions of the Florida General Corporation Act.

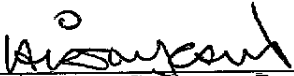
IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 23rd day of June, 1999.


Vairton Carmo, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN
THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES,

DATED THIS 23rd DAY OF June, 1999.

By 
Vairton Carmo, Registered Agent

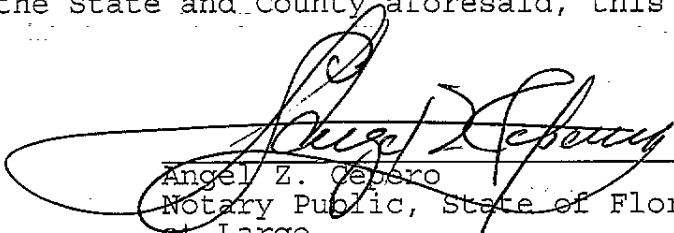
STATE OF FLORIDA

ORANGE COUNTY

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Vairton Carmo, known to me and known by me to be the person who, as Incorporator of CARMO & COSTA CONSTRUCTION CORPORATION, and he acknowledged before me that he executed those Articles of Incorporation.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Vairton Carmo, known to me and known by me to be the person who, as Registered Agent of CARMO & COSTA CONSTRUCTION CORPORATION, and accepts the obligations and duties of the position of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd, day of June, 1999.


Angel Z. Cepero
Notary Public, State of Florida
at Large

My Commission Expires:

