

P99000059212

Beverly Abner
Requestor's Name

River City Tax Services
124 South Hwy 17-92
DeBary, FL 32713

City/State/Zip Phone #

407-668-2870

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 24, 1999

RIVER CITY TAX & BUSINESS SERVICES, INC.

SUBJECT: ALL CONSTRUCTION, INC.
REF: W99000014636

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 failed to make the correction(s) requested in our previous letter.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H99000015232
Letter Number: 899A00033451

June 26, 1999

Enclosed are the original documents for
All Construction, Inc.

Please process. Thanks

A handwritten signature in cursive script, appearing to read "B. Abner".

**ARTICLES OF INCORPORATION
OF
ALL CONSTRUCTION, INC.**

The undersigned persons, acting as incorporators of a corporation organized under the Laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is All Construction, Inc.

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

1750 NE 146th Street
North Miami, Florida 33181

**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is 500 shares with No Par value.

**ARTICLE IV
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V
DIRECTORS**

The persons constituting the initial board of directors are Gabriel Dorleans, Jasmine Guirand, and Myrtha Cox.
After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

Prepared by: B. Abner
River City Tax Services
124 S. Hwy 17-92
DeBary, Fl 32713

FAX: 407-668-1578

ACCT 1-1999 0000 110

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TALLAHASSEE FLORIDA

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ARTICLE VI
LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for 1) breaches of the duty of loyalty, 2) acts or omissions not in good faith of which involve intentional Misconduct or a knowing violation of law, 3) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or 4) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII
OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or the Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer or agent that is specifically designated by resolution of the board of directors.

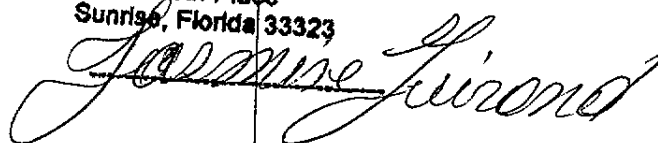
ARTICLE VIII
INCORPORATORS

The following persons are the original incorporators:

Gabriel Dorleans
1750 NE 148th Street
North Miami, Florida 33181



Jasmine Guirand
11531 29th Place
Sunrise, Florida 33323



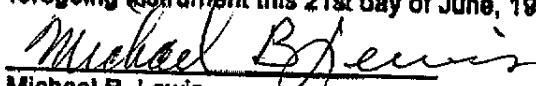
Myrtha Cox
13759 Memorial Highway
North Miami, Florida 33181



Signature

STATE OF FLORIDA
COUNTY OF MIAMI DADE

BEFORE ME, a Notary Public, appeared the incorporators, Gabriel Dorleans, Jasmine, Guirand and Myrtha Cox, whom to me are personally known, and they voluntarily and freely signed the foregoing instrument this 21st day of June, 1999.



Michael B. Lewis
Notary Public

My commission expires: Nov 11, 2001



MICHAEL B. LEWIS
COMMISSION # CC 695622
EXPIRES NOV 11, 2001
BONDED THRU
ATLANTIC BONDING CO., INC

ARTICLE IX
NAME & ADDRESS OF CORPORATE OFFICE

The name and mailing address of this Corporation is:

All Construction, Inc.
1750 NE 148th Street
North, Miami, Florida 33181

ARTICLE X
OFFICERS AND DIRECTORS

The incorporators shall act as the officers and directors of this corporation.

State of Florida

ARTICLE XII
NAME AND ADDRESS OF REGISTERED AGENT

DESIGNATION OF REGISTERED AGENT

I, Gabriel Dorleans, accept the responsibilities and duties of the Registered Agent for All Construction, Inc., a Florida corporation, as outlined in the Florida statutes. My name and mailing address is as listed below.

Gabriel Dorleans
1750 NE 146th Street
North Miami, Florida 33181

STATE OF FLORIDA
COUNTY OF MIAMI DADE

BEFORE ME, a Notary Public, appeared Gabriel Dorleans, and he swore to the forthrightness of the documentation and accepted the office of Registered Agent for All Construction, Inc. This 21st day of June, 1999.


Michael B. Lewis

Notary Public

My commission expires: Nov 11, 2001



MICHAEL B. LEWIS
COMMISSION # CC 695622
EXPIRES NOV 11, 2001
BONDED THRU
ATLANTIC BONDING CO., INC

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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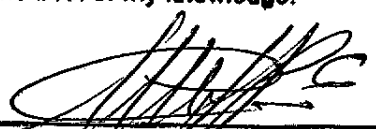
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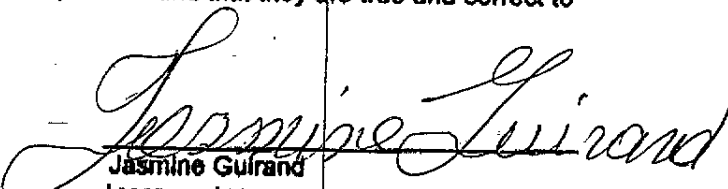
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TALLAHASSEE FLORIDA

CERTIFICATION

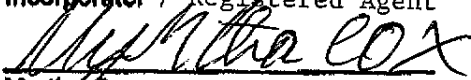
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Gabriel Dorleans
Incorporator / Registered Agent




Jasmine Guirand
Incorporator



Myrtha Cox
Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI DADE

SUBSCRIBED TO and sworn to before me, a Notary Public of the State of Florida, by Gabriel Dorleans, Jasmine Guirand and Myrtha Cox, whom to me have provided identification that they are the persons who voluntarily have signed the aforementioned agreement in the Articles of Incorporation for All Construction, Inc.



Michael B. Lewis
Notary Public

 **MICHAEL B. LEWIS**
COMMISSION # CC 695622
EXPIRES NOV 11, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.