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Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32324

July 1, 1999

**EFFECTIVE DATE**  
7-2-99

**RE: Boyette & Miller Construction & Development, Inc.**

To Whom It May Concern:

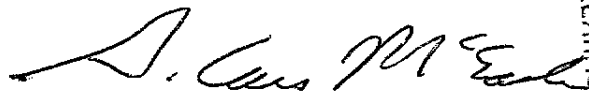
Enclosed please find for filing the Articles of Incorporation of Boyette & Miller Construction & Development, Inc., along with a check in the amount of \$122.50 covering the following:

Filing Fee	\$ 35.00	500002923625--9
Certified copy of Articles	52.50	-07/06/99--01092--007
Certified Designation		****122.50 ****78.75
Registered Agent	<u>35.00</u>	
	\$122.50	

Also enclosed is a duplicate original of the Articles of Incorporation for your convenience in returning a certified copy of the Articles.

Thank you for your assistance in this matter.

Very truly yours,



G. Carson McEachern  
For the Firm

GCM/jp  
Enclosures  
176139\_1.WP5

cc: Mr. John P. Boyette  
Mr. Robert A. Miller

99 JUL -6 PM 6:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

D. BROWN JUL 13 1999

**EFFECTIVE DATE**  
**7-2-99**

**ARTICLES OF INCORPORATION**

**OF**

**BOYETTE & MILLER CONSTRUCTION & DEVELOPMENT, INC.**

**FILED**  
**99 JUL -6 PM 6:45**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**CORPORATE NAME AND PRINCIPAL PLACE**

The name of the corporation is BOYETTE & MILLER CONSTRUCTION & DEVELOPMENT, INC. The principal place of business of the corporation shall initially be 6591 Bottlebrush Lane, Naples, Florida 34109.

**ARTICLE II**

**DURATION**

The corporation shall have perpetual existence.

**ARTICLE III**

**PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares of \$0.10 par value common stock, which shall be designated "common shares".

**ARTICLE V**

**PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

**ARTICLE VI**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent of the corporation is 850 Park Shore Drive, Suite 300, Naples, Florida 34103, and the name of the initial registered agent of the corporation at that address is G. CARSON McEACHERN. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

**ARTICLE VII**

**INITIAL BOARD OF DIRECTORS**

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of the corporation are:

**NAME**

**ADDRESS**

John P. Boyette

6591 Bottbrush Lane  
Naples, Florida 34109

Robert A. Miller

752 106th Avenue North  
Naples, Florida 34108

**ARTICLE VIII**

**INCORPORATOR**

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

**NAME**

John P. Boyette

**ADDRESS**

6591 Bottlebrush Lane  
Naples, Florida 34109

**ARTICLE IX**

**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE X**

**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article V, is subject to this reservation.

**ARTICLE XI**

**INDEMNIFICATION**

The corporation shall indemnify any officer and/or director, or any former officer and/or director to the full extent of the law.

**ARTICLE XII**

**EFFECTIVE DATE**


These Articles of Incorporation shall be effective upon the date of subscription and acknowledgement.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2 day of July, 1999.

  
\_\_\_\_\_  
JOHN P. BOYETTE

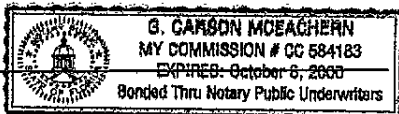
STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 2 day of July, 1999, by JOHN P. BOYETTE, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Print Name G. Carson McEachern  
Serial Number \_\_\_\_\_

[NOTARY SEAL]

My Commission Expires:



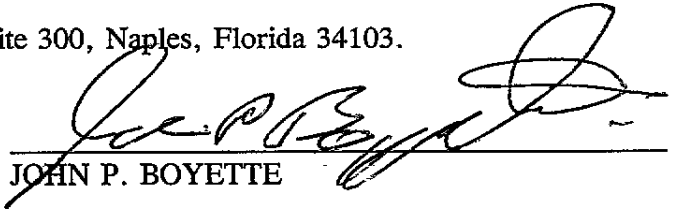
**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is BOYETTE & MILLER CONSTRUCTION & DEVELOPMENT, INC.

2. The name and address of the registered agent and office is G. CARSON McEACHERN, 850 Park Shore Drive, Suite 300, Naples, Florida 34103.

  
JOHN P. BOYETTE

Title: Incorporator

Date: July 2, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
G. CARSON McEACHERN

Date: 7/2/99

FILED  
99 JUL -6 PM 6:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA