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WILLIAM M. POWELL also Admitted in the District of Columbia
PHILIP STEINBERG

August 2, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Re: *Roesch Construction Corporation*

Dear sir/madam:

Enclosed please find herewith a check in the amount of \$70.00 and the following to be filed in connection with the above-referenced matter:

1. Articles of Incorporation of Roesch Construction Corporation.

If you have any questions or need any additional information concerning this matter, please contact me.

Very truly yours,


William M. Powell

WMP/nab

Enclosure

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TALLAHASSEE FLORIDA

Medical Malpractice Personal Injury Wrongful Death Civil Rights Family Law Government
Law Corporations Construction Liens Land Use & Development Law Criminal Law

ARTICLES OF INCORPORATION

OF

ROESCH CONSTRUCTION CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the laws of the State of Florida, and Florida Statutes, Chapter 607, hereby set forth and declare:

CHARTER

Article I

The name of the corporation shall be Roesch Construction Corporation

Article II

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

Article III

The aggregate number of shares which the corporation shall have authority to issue shall be one hundred (100) shares of non par common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the Corporation shall not be divided into classes and the Corporation is not authorized to issue shares in series.

Article IV

The corporation shall commence business on filing with the Secretary of State, and it shall be perpetual until dissolved as provided by law.

Article V

The principal place for the transaction of its business shall be Fort Myers, County of Lee, in the State of Florida. The corporation shall have the right and authority to do business at such

other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VI

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors shall be established by the Shareholders at their annual meeting or any special meeting called for such purpose, unless the number is fixed by the Bylaws.

Article VII

The initial Board of Directors shall consist of one member, who need not be a resident of the State of Florida or shareholder of the Corporation. The name and address of the person who shall serve as Director until the first annual meeting of shareholders, or until his successor(s) shall have been elected and qualified is Kenneth McDuff Roesch, III

The initial Board of Directors shall hold an organizational meeting.

Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, Vice-President, a Secretary and a Treasurer, and such other officers, agents and factors, chosen in such manner, holding their office for such term and having such powers and duties as may be prescribed by the Bylaws adopted by the shareholders or determined by the Board of Directors. The name and post office addresses of the Officers who shall conduct the business of the corporation until their successors are elected and qualified is:

President: Kenneth McDuff Roesch, III

Vice President: Kenneth McDuff Roesch, III

Secretary: Kenneth McDuff Roesch, III

Treasurer: Kenneth McDuff Roesch, III

Article IX

The name and office address of the incorporator is Kenneth McDuff Roesch, III, 911 Retunda Parkway, Cape Coral, Florida 33904.

Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article XI

The street address of the initial principal office of this corporation is 911 Retunda Parkway, Cape Coral, Florida 33904, and the name of the initial registered agent of this corporation is William M. Powell, of Powell & Steinberg, P.A. who is located at 3515 Del Prado Boulevard, Suite 101, Cape Coral, Florida 33904.

Article XII

The initial Bylaws of this corporation shall be adopted by the Shareholders. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIII

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XV

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such

majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, the undersigned being the incorporator hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, acknowledge and file the foregoing Articles of Incorporation, and certifying that the facts therein stated are true, and accordingly set my hand and seal this ____ day of July 1999.

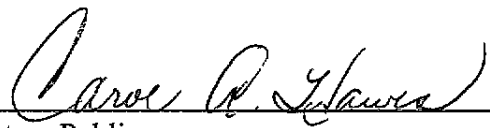

Kenneth McDuff Roesch, III, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

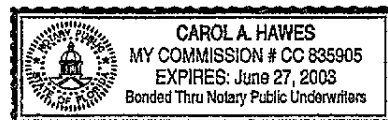
I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared, who is known to me to be Kenneth McDuff Roesch, III and/or having produced his drivers license for identification who made and subscribed to the foregoing Articles of Incorporation, and who did take an oath and certify and acknowledge that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 26th day of July, 1999.



Notary Public

My Commission Expires:



In pursuance of Chapters 607 and 48, Florida Statutes, the following is submitted, in compliance, with said Act:

First that Roesch Construction Corporation, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 911 Retunda Parkway, City of Cape Coral, County of Lee, State of Florida, has named William M. Powell of Powell & Steinberg, P.A., located at 3515 Del Prado Boulevard, Suite 101, Cape Coral, Florida 33904, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

Registered Agent, William M. Powell

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TALLAHASSEE FLORIDA