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TRANSMITTAL LETTER

Department of State
Division Of Corporation
PO Box 6327
Tallahassee, FL 32314

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-10/20/99-01034-015
*****78.50 *****78.50

SUBJECT : Jerry Smith Construction Services Inc.

Enclosed is an original and one copy of the article of Incorporation and a check for the amount of \$ 78.50 (Filling Fee & Certificate)

FROM : Jerry Smith
317 Nasau Avenue
Lake Wales, FL 33853
407-467-5582

99 OCT 20 AM 8:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jerry Smith GAVE
AUTHORIZATION BY PHONE TO
CORRECT AKG XI + Inc.
DATE 10-20-99
DOC. EXAM CB

CB
10-22-99
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ARTICLES OF INCORPORATION
OF
Jerry Smith Construction Services Inc.

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contact, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE - I NAME OF CORPORATION

The name of corporation shall be Jerry Smith Construction Services Inc.

ARTICLE - II DURATION

The corporation shall exist perpetually, commencing as of the date of execution of these Article of Incorporation.

ARTICLE - III PURPOSE

The general purpose for which the corporation is organized are

1. To transfer any lawful business for which corporation may be incorporated under the Florida Corporation Act, and
2. To do such things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares that this corporation is authorized to issue and have outstanding at any one time is ONE THOUSAND (1000) shares of common stock having ONE DOLLAR (\$1.00) par value, which may be fractional shares.

B. All or any portion of the capitol stock may be issued in payment for real or personal property, services or any other right or things having a value in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as herein above set forth, and when so issued shall become a fully paid and nonassessable, the same though paid for in cash, and the directors shall be the sole judges of the value of any property, right or things acquired in exchange for capitol stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase it's capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualifications or voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE - V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation shall be,

317 Nassau Avenue
Lake Wales, FL 33853

The name of the initial registered agent of this corporation at that address shall be,

Jerry Smith

ARTICLE VI - INITIAL OFFICER(S)

The name(s) and street address(s) of the initial officer(s) of the corporation, who shall hold office for the first year in existence of this corporation or until (his/her) successor(s) is/are elected or appointed and have qualified (is/are)

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Jerry Smith	317 Nassau Avenue Lake Wales, FL 33853	President

ARTICLE VII - INITIAL DIRECTOR (S)

This corporation shall consist of minimum of one (1) and a maximum of ten (10) directors initially. The number of directors may be either increased or decreased from time to time by the by-laws but never be less than one (1). The name(s) and street address(s) of the initial director(s) of the corporation who shall hold offices for the first year in existence of this corporation or until (his/their) successor(s) (is/are) elected or appointed and have qualified (is/are) ;

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Jerry Smith	317 Nassau Avenue Lake Wales, FL 33853	Director

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporator to these Articles of Incorporation.

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Jerry Smith	317 Nassau Avenue Lake Wales, FL 33853	Director

ARTICLE IX - BY LAWS

The shareholder of this corporation shall have the sole power to establish, enact, alter or repeal by-laws for the management of their corporation, and the duties of the officers of this corporation shall be prescribed by such by-laws.

ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have right upon the sale (for cash or otherwise) of any new stock of the corporation or any stock of the corporation held by it treasury or otherwise, whether or not stock is of the same kind, class or series as that which he already holds to purchase his pro rate of any other share of such stock at the same price at which it is offered to others.

ARTICLE XI - AMENDMENT

These article of Incorporation may be amended in the manner provided by the law.

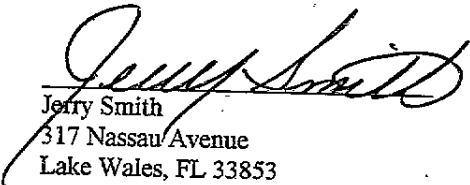
CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE FOR SERVICE OF PROCESS WITHIN THE STATE, NAMING REGISTERED AGENT UPON WHICH PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act.

Jerry Smith Construction Services Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Article of Incorporation in the City of Lake Wales, County of Lake, State of Florida, has named its registered agent Jerry Smith, 317 Nassau Avenue, Lake Wales, FL 33853, County of Lake, State of Florida 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 the Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Jerry Smith
317 Nassau Avenue
Lake Wales, FL 33853
registered agent / incorporator