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Requester's Name

Address

City/State/Zip

Phone #

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-11/12/99--01047--014
*****70.00 *****70.00

JEFFREY HYMAN

Tax Accountant

9301 NE 6th Ave. Suite 301

CORPOR. Miami Shores, Fl. 33138

MENT NUMBER(S), (if known):

Office Use Only

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|-----------------------------------|---|--|
| <input type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time _____ | <input type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait | <input type="checkbox"/> Photocopy |
| | | <input type="checkbox"/> Certificate of Status |

NEW FILINGS

AMENDMENTS

- | | |
|--|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment |
| <input type="checkbox"/> Not for Profit | <input type="checkbox"/> Resignation of R.A., Officer/Director |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Domestication | <input type="checkbox"/> Dissolution/Withdrawal |
| <input type="checkbox"/> Other | <input type="checkbox"/> Merger |

OTHER FILINGS

REGISTRATION/QUALIFICATION

- | | |
|--|--|
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Foreign |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> Limited Partnership |
| | <input type="checkbox"/> Reinstatement |
| | <input type="checkbox"/> Trademark |
| | <input type="checkbox"/> Other |

Examiner's Initials

ARTICLES OF INCORPORATION
OF
S & M CONSTRUCTION CORP.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

S & M CONSTRUCTION CORP.

ARTICLE II

The nature of the business:

- a. To engage in all areas of construction and building fabrication.
- b. To engage in any other lawful business or businesses and to exercise and enjoy all rights, powers and privileges incident to the corporation for profit, by virtue of the laws and Constitution of the State of Florida.

ARTICLE III

Capital Stock:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **1,000 @ \$ 1.00 par value**. All of said stock shall be payable in cash, property real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

Initial Capital:

The amount of capital with which the corporation shall begin business is \$ 1,000.

ARTICLE V

Term of existence: —

The corporation shall exist perpetually.

ARTICLE VI

The number of initial directors on the Board of Directors of the Corporation is (2)
The number of directors may be increased or decreased from time to time by the by-laws adopted by the stockholders, but shall never be less than (1).

ARTICLE VII

The name and post office address of each member of the first Board of Directors is:

Meir Ran
10090 Bay Harbor Terrace
Bay Harbor Islands, Fl 33154

Michael Matte
10090 Bay Harbor Terrace
Bay Harbor Islands, Fl 33154

ARTICLE VIII

The name and address of the incorporator:

Jeffrey Hyman
9301 NE 6th Ave.
Suite 301
Miami Shores, Fl 33138

ARTICLE IX

The Corporation's initial registered agent and registered office in the State of Florida shall be:

**Meir Ran
10090 Bay Harbor Terrace
Bay Harbor Islands, Fl 33154**

ARTICLE X

The mailing address of the Corporation is:

**S & M Construction Corp.
10090 Bay Harbor Terrace
Bay Harbor Islands, Fl 33154**

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement expressing their desire that a certain change be made in these Articles of Incorporation.

ARTICLE XII

Subject to qualification, the Corporation may elect to be a Sub-Chapter S corporation, pursuant to the laws of the United States and the Internal Revenue Service.

WITNESS the hand of the said incorporator this 7th day of November, 1999



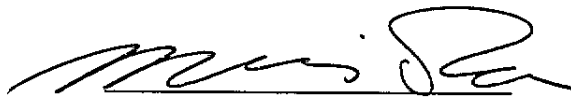
JEFFREY HYMAN

Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS**

Pursuant to Chapter 48,091 of the Florida Statutes, the following is submitted, in compliance with said Act: that **S & M CONSTRUCTION CORP.** desiring to organize under the laws of the State of Florida, with its principle office in the Country of Dade, in the State of Florida, has named **MEIR RAN** as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at a place designated in this 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.



MEIR RAN

Registered Agent