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LAW OFFICES OF
CHARLES J. PRESCOTT, P.A.
A PROFESSIONAL ASSOCIATION

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MATTERS

March 14, 2000

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32301

400003182994--4
-03/24/00-01057-015
****122.50 *****78.75

Re: Articles of Incorporation
McCoy Drywall, Inc.

Dear Sir:

The original and one (1) copy of the Articles of Incorporation for the referenced corporation are enclosed. Also enclosed herewith is an Acceptance of Appointment and our check in the amount of \$122.50. Please file the original in accordance with Chapter 607 of the Florida Statutes, and return a copy to my office.

If, for any reason, you are unable to accept these Articles of Incorporation for filing, please telephone my office "collect" and inform me as to your reason(s) for non-acceptance.

Thank you for your cooperation in this matter.

Sincerely,

Charles J. Prescott

FILED
00 MAR 24 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CJP:mm
Enclosures
cc: Mr. Dennis McCoy

gj 3/30

ARTICLES OF INCORPORATION

OF

MCCOY DRYWALL, INC.

ARTICLE I - NAME

The name of this corporation is McCoy Drywall, Inc. and the mailing address of the corporation is 5318 Barbarossa Avenue, Sarasota, Florida 34235.

ARTICLE II - CORPORATE EXISTENCE

This corporation shall commence its existence upon the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - PURPOSES

This corporation is organized for the sole purpose of engaging in the business of drywall installation and to transact any and all other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock in a single class and series.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for case of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance of infractional shares) at the price at which it is offered to others.

FILED
00 MAR 24 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - RESTRICTIONS ON ISSUANCE AND TRANSFER OF STOCK

Any and all shares of stock of this corporation, whether held by its initial shareholder(s) or any subsequent shareholder(s), may not be sold or otherwise transferred during the life of its shareholder(s) to any other person(s) except the spouse(s) of its shareholder(s) unless first offered to this corporation for purchase on the same terms and conditions as offered to the other prospective purchaser(s). Any and all such offers shall be fully set forth in writing and this corporation shall have thirty (30) days from receipt thereof to accept any and all such offers. If this corporation does not accept any such offer within thirty (30) days, the offering for sale with the other prospective purchaser(s) upon the terms no more favorable than those offered to this corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5318 Barbarossa Avenue, Sarasota, Florida 34235; the name of the initial registered agent of this corporation at that address is Charles Dennis McCoy.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one (1). The name and address of the initial director of the corporation is:

*Charles Dennis McCoy
5318 Barbarossa Avenue
Sarasota, Florida 34235*

ARTICLE IX - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote in the election shall have the right to cumulate his or her votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his or her shares, or by distributing the votes on the same principle among any number of candidates.

ARTICLE X - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is Charles Dennis McCoy, 5318 Barbarossa Avenue, Sarasota, Florida 34235.

ARTICLE XI - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporations Act.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify its officers and directors and its former officers and directors to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 8th day of February 2000.

Charles D. McCoy
Charles Dennis McCoy

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, this day personally appeared Charles Dennis McCoy, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have affixed my signature and official seal in the state and county above cited this 8th day of February, 2000.

Melba Adams Mulder

Notary Public

My commission expires:



ACCEPTANCE OF APPOINTMENT

Having been designated as the Registered Agent McCoy Drywall, Inc., I hereby accept the appointment as Registered Agent and agree to comply with all requirements of the Florida Statutes relating to my responsibilities as Registered Agent and operation of the above-named registered office.

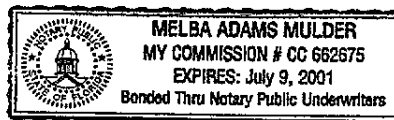
Charles D. McCoy
Charles Dennis McCoy

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, this day personally appeared Charles D. McCoy, personally known to me and known by me to be the person who executed the foregoing Acceptance of Appointment.

IN WITNESS WHEREOF, I have affixed my signature and official seal in the State and County above cited this 8th day of February 2000.

Melba Adams Mulder
Notary Public
My commission expires:



FILED
00 MAR 24 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA