

P9500050928

TRANSMITTAL LETTER

FILED
95 JUN 28 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE

6-27-95

SUBJECT: FLORIDA ACOUSTICS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Debra J. Williamson
Name (printed or typed)

P.O. Box 1360
Address

Winter Park, Florida 32790
City, State & Zip

407-671-9985
Daytime Telephone number

400001526014
-06/28/95--01076--005
****131.25 ****131.25

NOTE: Please provide the original and one copy of the articles.

EFFECTIVE DATE

6-27-95

ARTICLES OF INCORPORATION
OF
FLORIDA ACOUSTICS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of this corporation shall be: FLORIDA ACOUSTICS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Place of business: 9744 Tattersall Avenue
Orlando, Florida 32817

Mailing address P.O. Box 1360
Winter Park, Florida 32790

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is a One thousand (1000) shares of common stock having a nominal or par value of One dollar (\$1.00) per share. The consideration to be paid for each share, shall be fixed by the Board of Directors.

ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this corporation is 9744 Tattersall Avenue, Orlando, Florida 32817, and the name of the registered agent of this corporation is Debra J. Williamson. The Board of Directors may from time to time, move the principal office to any other address in Florida.

ARTICLE V **INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are): This corporation shall have one Director initially. The number of directors may be increased or diminished from time to time, in the manner provided in the Bylaws, but shall never be less than one. The name and street address of the director, of this corporation, who shall hold office for the first year or until successors are chosen, shall be Debra J. Williamson, 9744 Tattersall Avenue, Orlando, Florida 32817.

The general nature of this business to be transacted by this corporation is to engage in the business of providing and installing Acoustical Ceilings and Wall Panels & Insulation. To furnish or supply by contract, Acoustical Materials in Commercial or Residential Construction Applications and do any and all things which corporations of this kind lawfully do, including, without limitation, consultation, investigation, evaluation, planning, design, preparation of instruments of services of such, as drawings and specifications, and the supervision of construction insofar as customarily preformed by Acoustical Contractors.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property of other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the sales of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote stock.

To engage in any activity or business permitted under the laws of the United States of America and of this State.

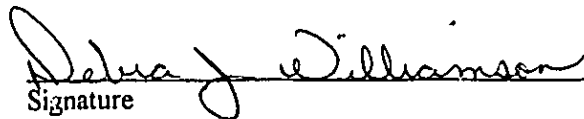
ARTICLE VI AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

**ARTICLE VII
COMMENCEMENT OF CORPORATE EXISTENCE**

This corporation shall commence to exist upon execution of the Articles of Incorporation.

The undersigned incorporator has executed these Articles of Incorporation this 27th day of June 1995.


Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
95 JUN 28 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: FLORIDA ACOUSTICS, INC.

2. The name and address of the registered agent and office is:

Debra J. Williamson
(NAME)

9744 Tattersall Avenue
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Orlando, Florida 32817
(CITY/STATE/ZIP)

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.

Debra J. Williamson
(SIGNATURE)

6/27/95
(DATE)

P95000050928

TRANSMITTAL LETTER

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

SUBJECT: ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF FLORIDA ACOUSTICS, INC., a Florida Corporation.

Enclosed is an original and one (1) copy of the articles of amendment of the articles of
incorporation and a check for \$35.00.

FROM: MICHAEL W. WILLIAMSON
P.O. BOX 1360
WINTER PARK, FLORIDA 32790
407-671-9985

400001623064
-10/30/95--01023--013
*****35.00 *****35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 29 PM 12: 01

Amended
TLL OCT 31 1995

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLORIDA ACOUSTICS, INC.**

FILED STATE
SECRETARY OF CORPORATION
DIVISION
95 OCT 29 PM 12:01

On this 16th day of October, 1995, I, Debra J. Williamson, as Director of FLORIDA ACOUSTICS, INC., document number P95000050928 a corporation organized and existing under the laws of the State of Florida,

do hereby certify that:

On October 16, 1995, pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

- I. That the amendment of: ARTICLE IV
REGISTERED AGENT AND STREET ADDRESS

The street address of the registered office of this corporation is 9744 Tattersall Avenue, Orlando, Florida 32817, and the name of the registered agent of this corporation shall be Michael W. Williamson, was approved and confirmed, see attached amendment of certificate of designation of registered agent.

- That the amendment of: ARTICLE V INCORPORATOR(S)

The Board of directors has excepted the resignation, see attached letter, of the initial director Debra J. Williamson and has hereby elected Michael W. Williamson 9744 Tattersall Avenue, Orlando, 32817 to fill such vacancy and shall hold such office from this date or until successors are chosen..

2. That the council for the corporation was directed to prepare the necessary certificate for signature by the corporation, through its proper officer, to legally effect the Amendment to the Articles of incorporation as above set forth and file such certificate in the office of the Secretary of State of Florida, as required by the Statues of Florida.

3. The date of each amendment's adoption shall be October 16, 1995.

4. The Amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the Former Director and Current Director do hereby affix their hands and seals of the corporation, after having been duly authorized, on this day and year first above written.

The undersign Director has executed these Amendments to the Articles of Incorporation this 16th day of October , 1995

FLORIDA ACOUSTICS, INC

By: Debra J. Williamson
Debra J. Williamson, Former Director

By: Michael W. Williamson
Michael W. Williamson, Director

October 16, 1995


FLORIDA ACOUSTICS, INC.
P. O. Box 1360
Winter Park, Florida 32790

Re: Resignation


To the Board of Directors:

I Debra J. Williamson, hereby tender my resignation as an officer and director of the
aforementioned corporation.

Sincerely,


Debra J. Williamson

Accepted: FLORIDA ACOUSTICS, INC.

By: 
Its: President

**AMENDMENT OF CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

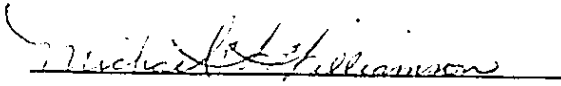
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **FLORIDA ACOUSTICS, INC.**

2. The name and address of the registered agent and office is:

**Michael W. Williamson
9744 Tattersall Avenue
Orlando, Florida 32817**

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.


(SIGNATURE)

October 16, 1995
(DATE)

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 OCT 30 PM 2:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # P95000050928

1 Corporation Name
FLORIDA ACOUSTICS, INC.

Principal Place of Business
9744 TATTERSALL AVENUE
ORLANDO FL 32817

Mailing Address
POST OFFICE BOX 1380
WINTER PARK FL 32790



REINSTATEMENT

96

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2. New Principal Office Address, if Applicable
3. New Mailing Office Address, if Applicable

Suite, Apt #, etc	Suite, Apt #, etc
City & State	City & State
Zip	Country

4. Date Incorporated or Qualified To Do Business in Florida
08/27/1995

5. FEI Number
59-3321284

Applied For
Not Applicable

6. CERTIFICATE OF STATUS DESIRED \$8.75 Additional Fee required for a Certificate of Status

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1 Title(s)	2 Name of Officers and/or Directors	3 Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4 City / State / Zip
D	WILLIAMSON, MICHAEL W	9744 TATTERSALL AVENUE	ORLANDO FL 32817

100001996931--9
-11/05/96--01188--004
****383.75 ****383.75

8. Name and Address of Current Registered Agent

WILLIAMSON, MICHAEL W
9744 TATTERSALL AVENUE
ORLANDO FL 32817

9. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, Etc.
City
State
Zip Code

DBI-1-96

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent: *Michael W. Williamson*
REGISTERED AGENT: JUST SIGN

Date: 10/28/96

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No

(See other side for information on intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(f), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: *Michael W. Williamson*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

10/28/96 407-671-9985
Date Daytime Phone #