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SHOPE, MELLON and ASSOCIATES, P.A.

ATTORNEYS AND COUNSELORS AT LAW

An Interstate Partnership
And Professional Association

FLORIDA:

Northern Trust Bank Building
Suite 225
4001 Tamiami Trail North
Naples, Florida 34103
(941) 262-2333
FAX (941) 262-2244

E. Raymond Shope, II
Admitted in Florida

M. Richard Mellon
Admitted in Pennsylvania

February 24, 1997

PENNSYLVANIA:

Two PNC Plaza
Suite 2710
Pittsburgh, Pennsylvania 15222
(412) 281-1970
FAX (412) 281-2808

Of Counsel:
Gary A. Robinson
Admitted in Florida, Pennsylvania,
North Carolina

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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RE: ARTICLES OF INCORPORATION
AMERICAN DRYWALL OF NAPLES, INC.

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the Articles of Incorporation for American Drywall of Naples, Inc., for filing. In addition, enclosed please find a check in the amount of \$70.00 for the filing fee.

Please returned a file stamped copy to our office at your earliest convenience.

Sincerely,

E. Raymond Shope, II
For the Firm

FILED
97 FEB 27 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ERS/tr

Enclosures

MAR 4 1997 BSB

**ARTICLES OF INCORPORATION
OF
AMERICAN DRYWALL OF NAPLES, INC.**

FILED
97 FEB 27 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is AMERICAN DRYWALL OF NAPLES, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized to engage in any activity allowed by Florida Law..

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of common stock at one dollar (\$1.00), par value per share.

ARTICLE V - PREEMPTIVE RIGHTS

There shall be no preemptive rights.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office as well as the post office address of this Corporation is: 2176 J&C Boulevard, Naples, Florida 34109. The name and address of the initial Registered Agent of this Corporation is: E. Raymond Shope, Northern Trust Bank Building Suite 225, 4001 Tamiami Trail North, Naples, Florida 34103.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have initially, one (1) Directors. The number of Directors may be increased from time to time by the Bylaws.

The names and addresses of the initial Director of this Corporation is:

Jeffrey Starrak - President
2176 J&C Boulevard
Naples, Florida 34109

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these Articles is:

Jeffrey Starrak
2176 J&C Boulevard
Naples, Florida 34109

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

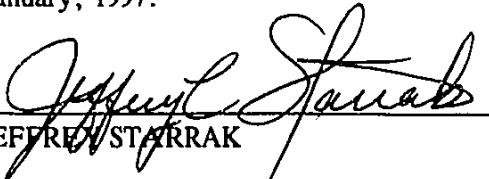
ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XI - AMENDMENT

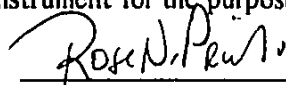
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 31st day of January, 1997.


JEFFREY STARRAK

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on the 31st day of January, 1997 Jeffrey Starrak, who is personally known to me to be the described individual and who acknowledged he executed the foregoing instrument for the purposes therein expressed.



Notary Public
State of Florida at Large



***CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED***

In compliance with Section 48-091, Florida Statutes, the following is submitted.

THAT, AMERICAN DRYWALL OF NAPLES, INC. desiring to organize under the laws of Florida with its principal office as indicated in the Articles of Incorporation, at Naples, Florida has named E. Raymond Shope, Esquire, Northern Trust Bank Building, Suite 225, 4001 Tamiami Trail North, Naples, Florida 34103, as its agent 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 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.



E. RAYMOND SHOPE, ESQUIRE

FILED
97 FEB 27 PM 2:00
STATE
TALLAHASSEE, FLORIDA