

STEPHEN D. BARNETT
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P97000033265

April 8, 1997

Secretary of State
Corporations Division
409 Gaines Street
Tallahassee, FL 32314

RE: ALL PRO STUCCO of CENTRAL FLORIDA, INC.

Enclosed please find two sets of articles of incorporation along with a check in the amount of \$122.50 for the above referenced corporation. If you have any questions please feel free to give me a call.

Thanking you in advance for your cooperation, I am

Sincerely yours,



Stephen D. Barnett

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FILED
97 APR 11 AM 10:00
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL PRO STUCCO of CENTRAL FLORIDA, INC.

FILED
97 APR 11 AM 10:51
CLERK OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation in accordance with the provisions of Chapter 607, Florida Statutes, as amended from time to time by the Legislature of the State of Florida.

ARTICLE I

The name of the corporation shall be ALL PRO STUCCO of CENTRAL FLORIDA, INC.

ARTICLE II

Duration

The term of existence of the corporation is perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of providing construction and related services, and to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV

Corporate Stock

The aggregate number of shares which this corporation is authorized to have outstanding at any time is 1000 shares, which shall all be common stock and have one dollar (\$1.00) par value.

ARTICLE V

Initial Principle & Registered Office and Agent

The initial principle office and registered office of this corporation shall be 16246 Bearle Road, Orlando, FL 32828 and the name of its initial registered agent is Henry R McGill, Jr., who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping office open for service of process.

ARTICLE VI

Powers of Authority of Directors

The Directors shall have the power to hold their meetings and to have one or more offices and keep books of the corporation, except the original or duplicate stock ledger, outside the State of Florida, at such place or places as from time to time may be designated by the by-laws or resolution of the Board of Directors. Members of the Board of Directors may participate in regular meetings of the Board of Directors by means of conference telephone calls as provided by law.

No contract or transaction between the corporations and one or more of its Directors or Officers, or between the corporation and any other corporation, partnership, association, or other Officers, have financial interest, shall be void or voidable for this reason or solely because the Director or Officer is present at or participates in the meeting of the board of committees thereof which authorizes the contract of transaction, solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the Stockholders entitled to vote thereon, and the contract or

transaction is specifically approved in good faith by a vote of the stockholders; or

(b) The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the Stockholders. Interested Directors may be counted in determining the presence of a quorum at a meeting of the board of Directors or of a committee which authorized the contract of transaction.

ARTICLE VII

Preemptive Rights Granted

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of this corporation which may be issued from time to time for money, property, or past services in addition to that stock authorized and issued by the corporation. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE VIII

Initial Board of Directors

ALL PRO STUCCO of CENTRAL FLORIDA, INC. shall be managed by a Board of

Directors. This Corporation shall be managed by a Board of one Director initially. The number of directors may be either increased or decreased or diminished from time to time by the By-laws but shall never be less than one and the name and address of the Director of the Initial Board of Directors is:

NAME

ADDRESS

HENRY R MCGILL, JR.

16246 Bearle Road
Orlando, FL 32828

ARTICLE IX

Amendment

These Articles of Incorporation, or any amendment hereto, may be altered or amended by a resolution of the Board of Directors and presented to and approved at a meeting of shareholders by the holders of majority of the shares entitled to vote thereon, or they may be altered or amended in any other manner or hereafter provided by law.

ARTICLE X

Officers as Directors

All Officers of this corporation may be Directors.

ARTICLE XI

Officers

The following named person shall act as officer of this corporation, until their successors have been chosen and duly qualified.

HENRY R MCGILL, JR.

PRESIDENT/SECRETARY

ARTICLE XII

Incorporator

The name and address of the person signing these Articles of Incorporation is:

HENRY R MCGILL, JR. 16246 Bearle Rd., Orlando, FL 32828.

ARTICLE XIII

Action Without Meeting

Any action by the Board of Directors of this Corporation without a meeting shall nevertheless be Board action if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of incorporation this 4/8/97.

Henry R McGill

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, as from time to time amended, the following is submitted, in compliance with said Act:

That ALL PRO STUCCO of CENTRAL FLORIDA , INC. desiring to organize under the laws of the State of Florida with its principle office as indicated in the forgoing Certificate of Incorporation, at the City of Orlando, County of Orange, State of Florida, has named HENRY R. MCGILL, JR. its Registered Agent to accept service of process within the State.

ACCEPTED this 4/8/97.

Henry R McGill
97 APR 11 AM 10:51
TALLAHASSEE, FLORIDA
STATE
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