

P97000045074

LARRY C ANDERSON
Certified Public Accountant

2941 West St Rd 434 (Suite 100), Longwood, Fl 32779
telephone (407) 788-6263

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

Attention: Bureau of Corporate Records

Dear Sir:

Enclosed please find the Articles of Incorporation and a certificate designating the Resident Agent for All Pro Wallcovering, Inc..

Please file these Articles of Incorporation and return to the following address:

Larry C Anderson
2941 West St Rd 434 - Ste 100
Longwood, Florida 32779

400002182764--3
-05/19/97--01068--014
*****70.00 *****70.00

A check for \$70.00 is enclosed, which is broken down as follows:

Florida Corporation filing fees	\$35.00
Certificate designating Resident Agent	35.00
Total	\$70.00

Thank you for your assistance.

Sincerely,


Larry C Anderson

FILED
97 MAY 19 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 5/21/97

FILED

97 MAY 19 AM 11: 22

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALL PRO WALLCOVERING, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is All Pro Wallcovering, Inc.. The principal office is located at 1008 Hemingway Drive, Deltona, Florida 32725.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is as follows:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds improved or unimproved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To sell, exchange and/or otherwise transfer franchise(s) to individuals, corporations or other legal entities in this or any other jurisdiction.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of

indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

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

(f) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other character of business.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of 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 or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firms, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

(i) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all of such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

(k) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

The intention is that none of the objects and powers hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms or any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance, by action of the Board of Directors; provided, however, that in the event such designation is not specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

Said stock should be issued as "small business corporation" stock in accordance with the plan or plans under the provision of Statute 1244 of the Internal Revenue code of 1954 as amended.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is \$100.00.

ARTICLE V - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - DIRECTORS

The corporation shall have 2 directors initially. The number of directors may be increased or diminished from the time to time by the By-Laws but shall never be less than one.

The names and addresses of the initial directors who shall hold office until their successors are elected and have qualified are:

32725 Ralph Tanner, 1008 Hemingway Drive, Deltona, Florida

32725 Cheryl Tanner, 1008 Hemingway Drive, Deltona, Florida

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the registered office and the name of the registered agent are:

Larry C Anderson, 2941 W ST RD 434 - Ste 100, Longwood,
Florida 32779

ARTICLE VIII - DURATION OF THE CORPORATION

This corporation shall exist perpetually unless dissolved according to Law.

ARTICLE IX - INCORPORATORS

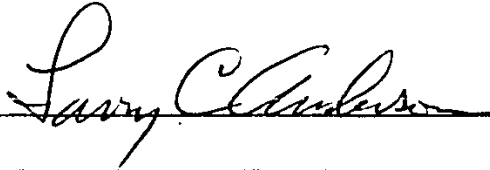
The names and addresses of the incorporators are:

Larry C Anderson, 2941 W St Rd 434 - Ste 100, Longwood,
Florida 32779

ARTICLE X - AMENDMENT

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 a stockholders' meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, We have hereunto set our hands and seals, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this *6th* day of *May* 1997.

 (SEAL)

(SEAL)

STATE OF FLORIDA

COUNTY OF *Seminole*

Before me personally appeared *LARRY C ANDERSON*

to me well known and known to me to be the individual(s) described in and who executed the foregoing Articles of Incorporation and

acknowledge before me that *he* executed the same for the purposes therein expressed.

Witness my hand and official seal in the State and County named above this *16th* day of *May* 19*97*.

Robert L. Chandler



Robert L. Chandler
My Commission CC608995
Expires December 18, 2000

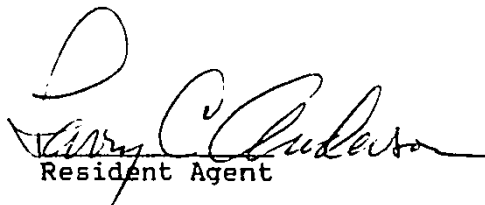
CERTIFICATE DESIGNATING RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: That All Pro Wallcovering, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Deltona, County of Volusia, State of Florida, has named Larry C Anderson located at 2941 W St Rd 434 - Suite 100, City of Longwood, County of Seminole, State of Florida, as its agent to accept service within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the aboved 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.


Resident Agent

FILED
97 MAY 19 AM 11: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA