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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

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SUBJECT: SUNBELT REMODELING, INC.

(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MR. JEFF MORRIS

(Name of Person)

SUNBELT REMODELING, INC.

(Firm/Company)

1838 ELM HILL PIKE, STE 118

(Address)

NASHVILLE, TN. 37210-8113

(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

MR. JEFF MORRIS

(Name of Person)

at (615) 883-8113

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ATTENTION: MIKE MAYES

95 JUN -2 PM 2:22

mtm

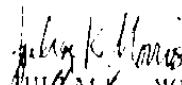
**FORM RESOLUTION APPROVING AMENDING
Sunbelt Remodeling Inc.
[ARTICLES OF ORGANIZATION]/CHARTER**

RESOLVED: That the [Shareholders and Directors] [Members and Governors] of the Company consider it to be in the best interests of the Company to amend the Company's [Articles of Organization] to Change the name of Sunbelt Remodeling Inc. to Sunbelt Remodeling Inc. Of Tennessee , by adopting Articles of Amendment substantially in form.); and

RESOLVED FURTHER: That the Amendment be, and it hereby is, approved and adopted by the [Directors] [Governors] and is hereby recommended and submitted by the Board to the [Shareholders] [Members] of the Company for their approval and adoption; and

RESOLVED FURTHER: That the Amendment, which has been submitted to the [Shareholders] [Members] of the Company for their approval and adoption, should be, and hereby is, approved and adopted by the [Shareholders] [Members] of the Company; and

RESOLVED FURTHER: That the Amendment be filed with the appropriate government or other offices and that the [officers] [managers] of the Company be and they hereby are, authorized to execute and file said Amendment,


JULIA K. MORRIS

Jeff Morris

DATE 3/2/95

Date: 3/2/95

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. SUNBELT REMODELING, INC.

(Name of corporation must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. TENNESSEE

(State or country under the law of which it is incorporated)

3 62-1591384

(FEI number, if applicable)

4. 2/7/95

(Date of incorporation)

5 PERPETUAL

(Duration: Year corp. will cease to exist or perpetual)

6. ESTIMATE MARCH 6, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 607.1503, F.S.)

7 1838 ELM HILL PIKE, STE 118

NASHVILLE, TN. 37210

(Current mailing address)

8. ANY AND ALL LAWFUL BUSINESS ACTIVITIES

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: LARRY RAFFERTY

Office Address: 4051 EAST OLIVE #260

PENSACOLA

Florida, 32514

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar
with and accept the obligations of my position as registered agent.

X Larry Rafferty
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to
delivery of this application to the Department of State, by the Secretary of State or other official
having custody of corporate records in the jurisdiction under the law of which it is incorporated

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: JEFF MORRIS

Address: 394 ST ANDREWS DRIVE
FRANKLIN, TN 37064

Vice Chairman: JULIA KEMP MORRIS

Address: 394 ST. ANDREWS DRIVE
FRANKLIN, TN. 37064

Director: JEFF MORRIS

Address: 394 ST. ANDREWS DRIVE
FRANKLIN, TN. 37064

Director: JULIA KEMP MORRIS

Address: 394 ST. ANDREWS DRIVE
FRANKLIN, TN. 37064

B. OFFICERS

President: JEFF MORRIS

Address: 394 ST. ANDREWS DRIVE
FRANKLIN, TN. 37064

Vice President: JULIA KEMP MORRIS

Address: 394 ST. ANDREWS DRIVE
FRANKLIN, TN. 37064

Secretary: JEFF MORRIS

Address: 394 ST. ANDREWS DRIVE
FRANKLIN, TN. 37064

Treasurer: JULIA KEMP MORRIS

Address: 394 ST ANDREWS DRIVE
FRANKLIN, TN. 37064

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. JEFF MORRIS
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of this application)

14. JEFF MORRIS - PRESIDENT/ CHAIRMAN
(Typed or printed name and capacity of person signing application)

55 PM - 2 PM 2:22

Secretary of State
Corporations Section

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 03/01/1995
REQUEST NUMBER: 95060024

CHARTER/QUALIFICATION DATE: 02/07/1995
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0290233
JURISDICTION: TENNESSEE

TO:
JEFF MORRIS
1838 ELM HILL PIKE
SUITE 118
NASHVILLE, TN 37210

REQUESTED BY:
JEFF MORRIS
1838 ELM HILL PIKE
SUITE 118
NASHVILLE, TN 37210

I, RILEY C. DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"SUNBELT REMODELING INC."

WAS INCORPORATED OR QUALIFIED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE
ABOVE DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN OFFICE ON THE
DATE(S) AS BELOW INDICATED:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION
2953-2225	02/07/1995	CHART PROFIT	NAH DUR STK PRN OFC AGT INC MAL FYC

55 MAR -2 PM 2:23

FOR: REQUEST FOR COPIES

ON DATE: 03/01/95

FEES

FROM:
JEFF MORRIS
1838 ELM HILL PIKE
SUITE 118
NASHVILLE, TN 37210

RECEIVED: \$20.00 \$20.00
TOTAL PAYMENT RECEIVED: \$40.00

RECEIPT NUMBER: 00001761826
ACCOUNT NUMBER: 00211303



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE