

P 00000017801

DATE: JANUARY 21, 2000

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE, FL 32314

300003114683--7
-01/28/00-01056-015
*****70.00 *****70.00

SUBJECT: BANKS BROTHERS, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE
ARTICLES OF INCORPORATION AND OUR CHECK FOR \$70.00;
\$35.00 FOR FILING FEE AND \$35.00 FOR DESIGNATION OF
REGISTERED AGENT. WE ARE NOT REQUESTING A CERTIFIED
COPY OF THE ARTICLES AT THIS TIME.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

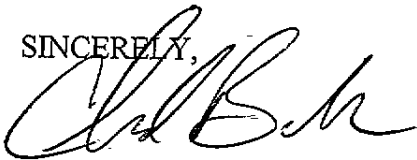
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FILED

FROM: CHADWICK M BANKS
830 TRAILWOOD DRIVE
APOPKA, FL 32712
(407) 467-4848

THANK YOU FOR YOUR ATTENTION TO THIS MATTER.

SINCERELY,



CHADWICK M. BANKS

~~W-2985~~

511 524-621

1-24-00
Mississippi Incorporated



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 2, 2000

CHADWICK M BANKS
830 TRAIL WOOD DRIVE
APOPKA, FL 32712

SUBJECT: BANKS, **BROTHERS** INC.
Ref. Number: W00000002985

We have received your document for BANKS BOTHERS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
- (850) 410-9111. —

letter of approval

The name of the entity must be identical throughout the document.

You must list at least one incorporator with a complete business street address.

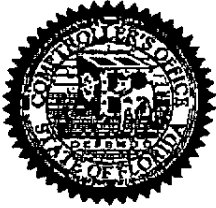
Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 800A00005030

*for fax 850-410-9548
letter -
Kathy-Ryan*



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

February 15, 2000

Ms. Vickey P. Barden
428 Selkirk Drive
Winter Park, Florida 32792

Dear Ms. Barden:

Re: "Banks Brothers, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Department that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

Art Simon
Director

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

ARTICLES OF INCORPORATION
OF
BANKS BROTHERS INC,

THE UNDERSIGNED INCORPORATORS TO THESE ARTICLES OF
INCORPORATION, NATURAL PERSONS COMPETENT TO CONTRACT,
HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF
FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION IS:

BANKS BROTHERS, INC.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS
CORPORATION IS AS A: CONSTRUCTION SUBCONTRACTOR, INCLUDING BUT
NOT LIMITED TO THE INSTALLATION OF TILE, TO ENGAGE IN ANY
ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED
STATES AND OF THIS STATE.

TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, TO
PURCHASE OR OTHERWISE ACQUIRE, AND TO HOLD, OWN, MAINTAIN,
WORK, DEVELOP, SELL, LEASE, EXCHANGE, HIRE, CONVEY,
MORTGAGE, OR OTHERWISE TO DISPOSE OF AND DEAL IN, LANDS AND
LEASE HOLDS, AND ANY INTEREST, ESTATE AND RIGHTS IN REAL
PROPERTY, AND ANY PERSONAL OR MIXED PROPERTY, AND ANY
FRANCHISES, RIGHTS, LICENSES OR PRIVILEGES NECESSARY,
CONVENIENT OF APPROPRIATE FOR ANY OF THE PURPOSES HEREIN
EXPRESSED.

TO EXERCISE ALL THE POWERS NOW GRANTED TO THIS TYPE OF
CORPORATION UNDER FLORIDA LAW, AND ALL POWERS SUBSEQUENTLY
AUTHORIZED OR GRANTED BY LAW OF PRIVATE CORPORATIONS.

THE FOREGOING CLAUSES SHALL BE CONSTRUCTED BOTH AS OBJECTS
AND POWERS, AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE
FOREGOING ENUMERATION OF SPECIFIC POWERS SHALL NOT BE HELD
TO LIMIT OR RESTRICT IN ANY MANNER THE POWERS OF THIS CORPORATION.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS FIVE HUNDRED. CHADWICK M. BANKS SHALL HAVE FIFTY PERCENT OWNERSHIP OF THE STOCK AND TROY B. BANKS WILL HAVE FIFTY PERCENT OWNERSHIP. THE PAR VALUE OF THE STOCK SHALL BE ONE DOLLAR PER SHARE.

ARTICLE IV

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE V

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:
830 TRAILWOOD DRIVE
APOPKA, FL 32712

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VI

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR, INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BY BYLAWS ADOPTED BY THE STOCKHOLDERS, BUT SHALL NEVER BE LESS THAN ONE.

ARTICLE VII

THE NAME AND POST OFFICE ADDRESS OF THE MEMBER OF THE FIRST BOARD OF DIRECTORS IS:
CHADWICK M. BANKS
830 TRAILWOOD DRIVE
APOPKA, FL 32712

ARTICLE VIII

THE NAME AND POST OFFICE ADDRESS OF THE INCORPORATION TO THESE ARTICLES OF INCORPORATION IS:
CHADWICK M. BANKS
830 TRAILWOOD DRIVE
APOPKA, FL 32712

ARTICLE IX

THE NAME AND POST OFFICE ADDRESS OF THE OFFICERS OF THIS CORPORATION IS AS FOLLOWS:

CHADWICK M. BANKS
830 TRAILWOOD DRIVE
APOPKA, FL 32712

TROY B. BANKS
830 TRAILWOOD DRIVE
APOPKA, FL 32712

ARTICLE X

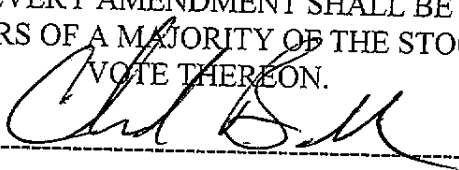
THE CORPORATION SHALL INDEMNIFY ANY AND ALL PERSONS WHO MAY SERVE OR WHO HAVE SERVED AT ANY TIME AS DIRECTOR OR OFFICER, OR WHO AT THE REQUEST OF THE BOARD OF DIRECTORS OF THE CORPORATION MAY SERVE OR AT ANY TIME HAVE SERVED AS DIRECTOR OR OFFICER OF ANOTHER CORPORATION IN WHICH THE CORPORATION AT SUCH TIME OWNED OR MAY OWN SHARES OF STOCK OR OF WHICH IT WAS OR MAY BE A CREDITOR, AND THEIR RESPECTIVE HEIRS, ADMINISTRATORS, SUCCESSORS, AND ASSIGNS, AGAINST ANY AND ALL EXPENSES, INCLUDING AMOUNTS PAID UPON JUDGMENTS, COUNSEL FEES, AND AMOUNTS PAID IN SETTLEMENT (BEFORE OR AFTER SUIT IS COMMENCED), ACTUALLY AND NECESSARILY INCURRED BY SUCH PERSON IN CONNECTION WITH THE DEFENSE OF SETTLEMENT OF ANY CLAIM, ACTION, SUIT, OR PROCEEDING IN WHICH HE, OR ANY OF THEM, ARE MADE PARTIES, OR A PARTY, OF WHICH MAY BE ASSERTED AGAINST THEM OR ANY OF THEM, BY REASON OF BEING A DIRECTOR OR OFFICER OF THE CORPORATION, OR OF SUCH OTHER CORPORATION, EXCEPT IN RELATION TO MATTERS AS TO WHICH ANY SUCH DIRECTOR OR OFFICER OR FORMER DIRECTOR OR OFFICER OR PERSON SHALL BE ADJUDGED IN ANY ACTION, SUIT, OR PROCEEDING TO BE LIABLE FOR HIS OR HER OWN NEGLIGENCE OR MISCONDUCT IN THE PERFORMANCE OF HIS OR HER DUTY. SUCH INDEMNIFICATION SHALL BE IN ADDITION TO ANY OTHER RIGHTS TO WHICH THOSE INDEMNIFIED MAY BE ENTITLED UNDER ANY LAW, BY-LAW, AGREEMENT, VOTE OF THE STOCKHOLDER, OR OTHERWISE, AND THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XI

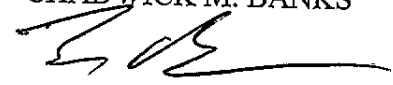
THE REGISTERED OFFICE SHALL BE 830 TRAILWOOD DRIVE, APOPKA, FL,
32712, AND THE REGISTERED AGENT AT THAT SAME ADDRESS IS
CHADWICK M. BANKS.

ARTICLE XII

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER
PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE
HOLDER OR HOLDERS OF A MAJORITY OF THE STOCK ENTITLED TO
VOTE THEREON.



CHADWICK M. BANKS

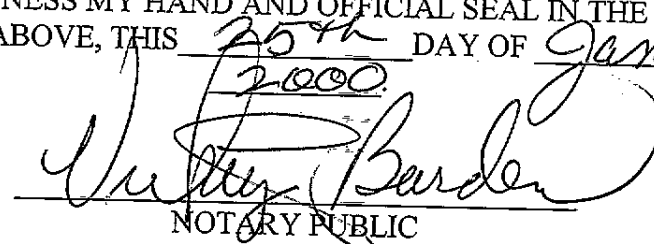


TROY B. BANKS

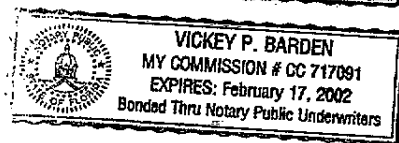
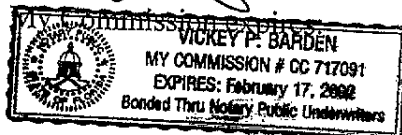
STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A
NOTARY PUBLIC, DULY AUTHORIZED IN THE STATE AND COUNTY NAMED
ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED CHARLES
W CLEMANS AND RONALD JAMES KENNEY TO ME WELL KNOWN TO BE THE
PERSONS DESCRIBED AS THE INCORPORATORS IN AND WHO EXECUTED THE
FORGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED
BEFORE ME THAT THEY SUBSCRIBED TO THOSE ARTICLES OF
INCORPORATION.

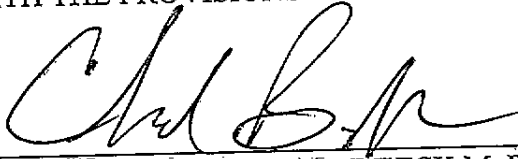
WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AN
STATE NAMED ABOVE, THIS 25th DAY OF January,
2000.



NOTARY PUBLIC



I, HAVING BEEN NAMED REGISTERED AGENT FOR BANKS BROTHERS, INC.
AGREE TO ACCEPT SERVICE OF PROCESS OF SAID CORPORATION, AT
THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY AGREE TO
ACT IN THE CORPORATION'S BEST INTEREST AND AGREE TO COMPLY
WITH THE PROVISIONS OF THE CORPORATION ACT OF FLORIDA.



REGISTERED AGENT, CHADWICK M. BANKS
830 TRAILWOOD DRIVE
APOPKA, FL 32712
(407)467-4848

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED