

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

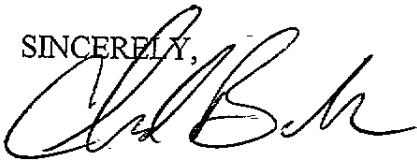
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FILED

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.

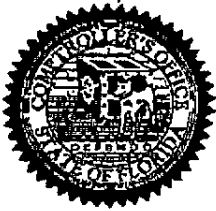
Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

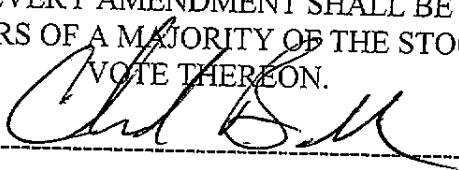
THE CORPORATION SHALL INDEMNIFY ANY AND ALL PERSONS WHO MAY SERVE OR WHO HAVE SERVED AT ANY TIME AS DIRECTOR OR OFFICER, OR WHO AT THE REQUEST OF THE BOARD OF DIRECTORS OF THE CORPORATION MAY SERVE OR AT ANY TIME HAVE SERVED AS DIRECTOR OR OFFICER OF ANOTHER CORPORATION IN WHICH THE CORPORATION AT SUCH 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 NAY 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

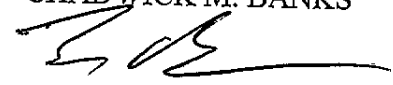
THE REGISTERED OFFICE SHALL BE 830 TRAILWOOD DRIVE, APOPKA, FL,  
32712, AND THE REGISTERED AGENT AT THAT SAME ADDRESS IS  
CHADWICK M. BANKS.

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

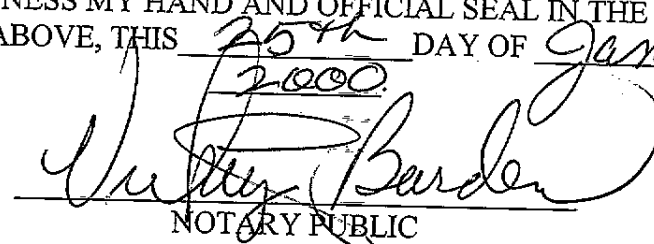


TROY B. BANKS

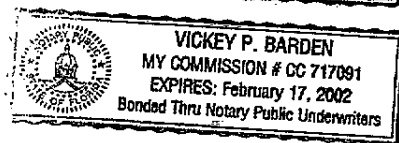
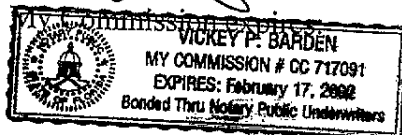
STATE OF FLORIDA  
COUNTY OF ORANGE

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.

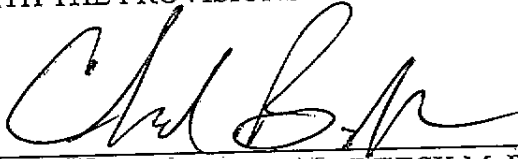
WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AN  
STATE NAMED ABOVE, THIS 25<sup>th</sup> DAY OF January,  
2000.



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