LAW OFFICES

WILLIAMS, SMITH & SUMMERS, P.A.

380 WEST ALFRED STREET TAVARES, FLORIDA 32778-3298

TELEPHONE. (352) 343-6655 FAX (352) 343-4267

April 5, 2000

Division of Corporations Department of State Post Office Box 6327 Tallahassee, Florida 32314

CHRISTOPHER J. SMITH

GARY L. SUMMERS

ROBERT Q. WILLIAMS

DIVISION 10 INSTALLATION & SALES, INC. Re:

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for DIVISION 10 INSTALLATION & SALES, INC. If the Articles meet with your approval, please file them and return the copy to our office with a stamp showing that it has been filed.

Enclosed is a check to cover the costs of this corporation, which are as follows:

\$35.00

Filing fee

8.75

Certificate of Status

35.00

Registered Agent Designation

\$ 78.75

Total

Thank you for your cooperation in this matter.

Sincerely,

Gary L. Summers

GLS/sh **Enclosures**

CC:

Mr. Kenneth D. Wagner

ARTICLES OF INCORPORATION

OF

DIVISION 10 INSTALLATION & SALES, INC.

OD APR 10 AM 8: 05
SECRETARY OF STAR

The undersigned incorporator files these Articles of Incorporation act.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation shall be Division 10 Installation & Sales, Inc. The mailing address and principal office address of the corporation shall be 2200 Montclair Road, Leesburg, Florida 34748.

ARTICLE !I

DURATION OF THE CORPORATION

The existence of this corporation shall be perpetual.

ARTICLE III

CORPORATE PURPOSE

The corporation is being organized for the transaction of any and all lawful business permitted under the Florida General Corporation Act and the laws of the United States.

ARTICLE IV

<u>AUTHORIZED STOCK</u>

The authorized stock of this corporation shall consist of 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent and office of this corporation are as follows:

Kenneth D. Wagner 2200 Montclair Road Leesburg, Florida 34748

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time by amendment to the bylaws of the corporation, but shall never be less than one. The name and address of the person who shall serve as the initial director is as follows:

Kenneth D. Wagner 2200 Montclair Road Leesburg, Florida 34748

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of this corporation are:

Kenneth D. Wagner 2200 Montclair Road Leesburg, Florida 34748

ARTICLE VIII

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares the shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of shares, and inviting the shareholder to exercise his, her, or its pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

	EXECUTED this	day of Direc	, 2000.		
		Kenneth D. Wagner Incorporator	Wagne		
		I hereby accept apport registered agent of D Sales, Inc., and I am requirements of Sect Statutes.	Division 10 Instal I familiar with the)	
· · · · · · · · · · · · · · · · · · ·	B	By: Verrell (1) Kenneth D. Wagner Registered Agent	Legur		
STATE OF COUNTY C				ASSI MALI	ON APR IN AM 8: 05
Joil (personally identification	,, 2000, by KEN known to me or, [] who l	of Incorporation were ac NNETH D. WAGNER, as has produced	knowledged before the Incorporator	r, [K] who	his o is as
	SHERRIE S. HARGROVE MY COMMISSION # CC 788902 EXPIRES: December 10, 2002 Bonded Thru Notary Public Underwriters	Notary Signature Notary Signature Printed Notary Signature	Hargron	12	-

[4/4/00\W:\WORD2\CORP\Wagner, Ken-div10-art-inc.wpd]

My Commission Expires: