

**Adrian Gabaldon**

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May 30, 2000

Secretary of State  
Division of Corporations  
Attn: New Filing Section  
409 E. Gaines Street  
Tallahassee, FL 32314

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-06/05/00--01105--018  
\*\*\*\*157.50 \*\*\*\*\*78.75

RE: BRUCE DURHAM DRYWALL SPRAY SERVICES, INC.  
and BRUCE DURHAM DRYWALL, INC.

Gentlemen:

Enclosed are Articles of Incorporation for BRUCE DURHAM DRYWALL SPRAY SERVICES, INC., and BRUCE DURHAM DRYWALL, INC. Also enclosed is a check in the amount of \$157.50, which represents the \$35.00 filing fee, \$35.00 registered agent fee and \$8.75 for a certified copy of the articles, for each corporation.

Would you please FAX a copy of the cover letter stating the date of filing and document number of these instruments prior to returning it to me by regular mail. My facsimile number is (863) 967-0755. Your help and cooperation in this matter is greatly appreciated.

Very truly yours,

  
Adrian Gabaldon

AG:bh

Encs.

FILED  
00 JUN -5 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH JUN 13 2000

***ARTICLES OF INCORPORATION***  
***OF***  
***BRUCE DURHAM DRYWALL, INC.***

FILED  
00 JUN -5 PM 12: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural persons hereby adopt the following Articles of Incorporation for the purpose of forming a professional service corporation for profit under the laws of the State of Florida.

**ARTICLE I – NAME**

The name of this professional service corporation is **BRUCE DURHAM DRYWALL, INC.**

**ARTICLE II – PRINCIPAL OFFICE**

The principal office, is known, or the mailing address of the professional service corporation is: 412 Old Dixie Highway, Auburndale, FL 33823.

**ARTICLE III – CAPITAL STOCK**

This corporation is authorized to issue One Thousand Thousand (1,000) shares, all of one class, at One Dollar (\$1.00) par value.

#### **ARTICLE IV – INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation shall be 412 Old Dixie Highway, Auburndale, Florida 33823, and the initial registered agent of this corporation at such office shall be BRUCE DURHAM, 1910 Meadow Oak Circle, Polk City, Florida 33868, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

#### **ARTICLE V – INCORPORATORS**

The names and street addresses of the incorporators signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
BRUCE DURHAM	1910 Meadow Oak Circle Polk City, FL 33868
MATTHEW J. DURHAM	111 Harbor Way Auburndale, FL 33823

#### **ARTICLE VI – BOARD OF DIRECTORS**

A. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

B. The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the corporation. The names and street addresses of the initial directors of the corporation are:

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<b>PRESIDENT</b>	<b>BRUCE DURHAM</b> 1910 Meadow Oak Circle Polk City, FL 33868
<b>SECRETARY &amp; TREASURER</b>	<b>MATTHEW J. DURHAM</b> 111 Harbor Way Auburndale, FL 33823

#### **ARTICLE VII – PURPOSE**

This corporation is organized for the purpose of retail sales; and for transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

#### **ARTICLE VIII – DURATION**

This corporation shall have perpetual existence.

#### **ARTICLE IX – RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details of the disposition, shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate

evidencing the ownership of such stock. No shareholder of the corporation may sell or transfer stock in the corporation except to another individual who is eligible to be shareholder of the corporation. Additionally, the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

#### **ARTICLE X – INDEMNIFICATION**

This corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

#### **ARTICLE XI – PRE-EMPTIVE RIGHTS**

Each shareholder of the corporation shall have full pre-emptive rights to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue shares.

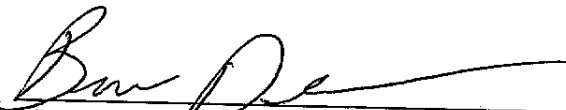
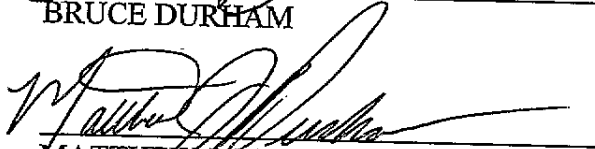
#### **ARTICLE XII – BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal bylaws of the corporation shall be vested in the Board of Directors and the shareholders, provided that such amendment be in compliance with the laws of Florida governing corporations.

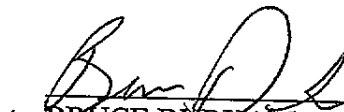
#### **ARTICLE XII – AMENDMENT**

The corporation may amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as incorporators, execute these articles of incorporation.

  
BRUCE DURHAM  
  
MATTHEW J. DURHAM

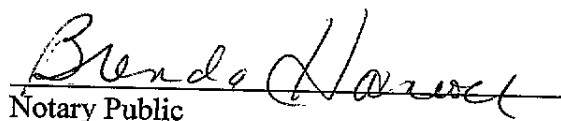
IN WITNESS WHEREOF, the undersigned, as the initial registered agent, is familiar with and accepts the duties and responsibilities as the registered agent for **BRUCE DURHAM DRYWALL, INC.**

  
BRUCE DURHAM

FILED  
00 JUN 15 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing Articles of Incorporation of **BRUCE DURHAM DRYWALL, INC.**, were acknowledged before me on this 24 day of May, 2000, by BRUCE DURHAM and MATTHEW J. DURHAM, as Incorporators; who produced Florida Driver's Licenses as identification and who did not take an oath.

  
Notary Public

