

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO00000088V58

Empire Plaster of Tampa, Inc.

300003397933--4
-09/19/00-01034-005
*****78.75 *****78.75

Signature _____

Requested by: CD

Name _____

Date 9/19/00

Time 11:00

Walk-In _____

Will Pick Up _____

<input checked="" type="checkbox"/>	Art of Inc. File <u>Cert</u>
<input type="checkbox"/>	LTD Partnership File _____
<input type="checkbox"/>	Foreign Corp. File _____
<input type="checkbox"/>	L.C. File _____
<input type="checkbox"/>	Fictitious Name File _____
<input type="checkbox"/>	Trade/Service Mark _____
<input type="checkbox"/>	Merger File _____
<input type="checkbox"/>	Art. of Amend. File _____
<input type="checkbox"/>	RA Resignation _____
<input type="checkbox"/>	Dissolution / Withdrawal _____
<input type="checkbox"/>	Annual Report / Reinstatement _____
<input checked="" type="checkbox"/>	Cert. Copy _____
<input type="checkbox"/>	Photo Copy _____
<input type="checkbox"/>	Certificate of Good Standing _____
<input type="checkbox"/>	Certificate of Status _____
<input type="checkbox"/>	Certificate of Fictitious Name _____
<input type="checkbox"/>	Corp Record Search _____
<input type="checkbox"/>	Officer Search _____
<input type="checkbox"/>	Fictitious Search _____
<input type="checkbox"/>	Fictitious Owner Search _____
<input type="checkbox"/>	Vehicle Search _____
<input type="checkbox"/>	Driving Record _____
<input type="checkbox"/>	UCC 1 or 3 File _____
<input type="checkbox"/>	UCC 11 Search _____
<input type="checkbox"/>	UCC 11 Retrieval <u>SEP 19 2000</u>
<input type="checkbox"/>	Courier _____

RECEIVED
00 SEP 19 AM 11:19
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
EMPIRE PLASTER OF TAMPA, INC.**

111100
00 SEP 19 11 12:54
RECEIVED
TAMPA
FLORIDA

ARTICLE I. - NAME:

The name of the Corporation shall be Empire Plaster of Tampa, Inc.

ARTICLE II. - DURATION:

This corporation shall have perpetual existence.

ARTICLE III. - PROPOSE:

This corporation is organized for the purpose of transacting any and all lawful businesses of the United States and State of Florida.

ARTICLE IV. - CAPITAL STOCK:

This corporation is authorized to issue One Thousand (1000) shares of preferred stock having a par value of One Dollar (\$1.00) per share, having unlimited voting rights and being entitled to receive net assets of the corporation upon distribution or dissolution and is authorized to issue One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share, having no voting rights and being entitled to receive the net assets of the corporation upon distribution or dissolution.

ARTICLE V. - INDEMNIFICATION:

The corporation shall indemnify any officer or any director, to the full extent permitted by law.

ARTICLE VI. - BYLAWS:

The Board of Directors shall adopt the initial Bylaws. The power to alter, amend or repeal the Bylaws, or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE VII. - INFORMAL SHAREHOLDER ACTION:

The holders of not less than a majority of the issued and outstanding shares of the voting stock, of the corporation, may act by written agreement, without a meeting, as provided in Florida Statutes section 607.0702 and the Bylaws.

ARTICLE VIII. – PRE-EMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this corporation, of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others. This right is waived by any holder of said stock who does not exercise said right and pay for the stock available for purchase, pursuant to such preemptive rights, within seven (7) days of the shareholders receipt of written notice, from this corporation, stating the price, terms, and conditions of the issue of shares and inviting the shareholder to exercise the preemptive rights.

ARTICLE IX. – AFFILIATED TRANSACTION RULES:

The Affiliated Transaction Rules contained in Section 607.0901, Florida Statutes shall not apply to this Corporation.

ARTICLE X. - INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this corporation is 8012 Jackson Springs Road, Tampa, Florida, 33615. The name of the initial registered agent is Sue Maher.

ARTICLE XI. – BOARD OF DIRECTORS:

The corporation shall have one director initially. The Director(s) of the corporation shall be elected by a majority of the shares entitled to vote. The Number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

MICHAEL MAHER
8012 JACKSON SPRINGS ROAD
TAMPA, FLORIDA 33615

ARTICLE XII. – INCORPORATOR:

The name and address of the Incorporator signing these Articles of Incorporation is

MICHAEL MAHER
8012 JACKSON SPRINGS ROAD
TAMPA, FLORIDA 33615

ARTICLE XIII. – AMENDMENT:

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

ARTICLE XIV. - MAILING ADDRESS:

The address of the Corporation shall be:

8012 JACKSON SPRINGS ROAD
TAMPA, FLORIDA 33615

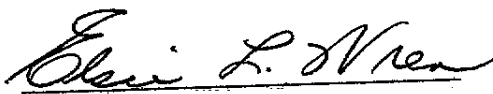
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation on this 11th day of Sept, 2000.


Michael Maher

State of Florida }
County of Hillsborough }

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Michael Maher, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 11th day of Sept, 2000.


Signature of Notary

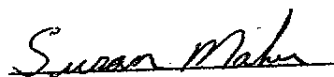
Elsie L. Wren
Print, Type or Stamp of Commissioned
Name of Notary Public.



ELSIE L. WREN
Notary Public, State of Florida
My Comm. Exp. Sept. 20, 2002
Comm. No. CC765808

ACCEPTANCE OF REGISTERED AGENT

I Sue Maher, appointed pursuant to Article X of the Articles of Incorporation of Empire Plaster of Tampa, Inc., do hereby accept that appointment as Registered Agent for said corporation.


Sue Maher