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MARTIN YELEN (RETIRED)  
IRVING YELEN (1924-1980)

700003403487--9  
-09/25/00-01143-016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

September 15, 2000

Secretary of State  
Department of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 SEP 25 AM 10:26

FILED

Re: Banner Supply Company Fort Myers, Inc.

Dear Madam/Sir:

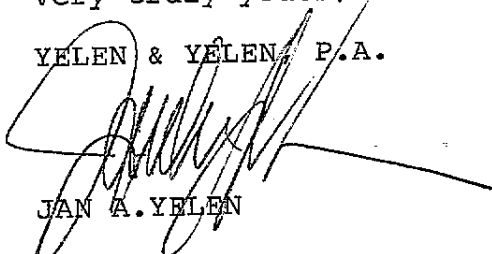
Enclosed please find a Certificate of Incorporation and  
Certificate designating resident agent for the referenced  
corporation and a check to cover the following:

Filing Fee	\$35.00
Resident Agent Fee	35.00
Certified Copy	8.75
	<u>\$78.75</u>

Please forward a certified copy to us.

Very truly yours,

YELEN & YELEN P.A.



JAN A. YELEN

JAY:hr

Enclosures

F. CHESSEN SEP 26 2000

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ARTICLES OF INCORPORATION

OF

BANNER SUPPLY COMPANY FORT MYERS, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

BANNER SUPPLY COMPANY FORT MYERS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7195 N.W. 30th Street  
Miami, Florida 33122

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is:

50 shares with no par value, total capitalization of \$500.00.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

ARTHUR LANDERS

7195 N.W. 30th Street  
Miami, Florida 33122

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00 SEP 25 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

ARTHUR LANDERS

7195 N.W. 30th Street  
Miami, Florida 33122

ARTICLE VI PREEMPTIVE RIGHTS AND BUSINESS PURCHASES

The shareholders shall have the preemptive right to acquire unissued or treasury shares or securities convertible or carrying the right to subscribe to or acquire shares of the Corporation.

The shares of other corporations or going businesses may be purchased by the Corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of such amounts of capital stock as the Directors may determine. All such acquisitions shall be ratified by the Shareholders before they shall be effective.

The undersigned has(have) executed these Articles of Incorporation this 21 day of September, 2000.

  
\_\_\_\_\_  
Signature/Title CEO.

\_\_\_\_\_  
Signature/Title

\_\_\_\_\_  
Signature/Title

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: BANNER SUPPLY COMPANY  
FORT MYERS, INC.

2. The name and address of the registered agent and office is:

ARTHUR LANDERS

(NAME)

7195 N.W. 30th Street

P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33122  
CITY/STATE/ZIP

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SIGNATURE 

(corporate officer)

TITLE C.E.O.

DATE September, 2000.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE September, 2000