

P010000019550

X-Cel Drywall, Inc.
2309 Seward Drive
Sarasota, FL 34234

Division of Corporations
Department of State
P O Box 6327
Tallahassee, FL 32314

17 February 2001

Re: Incorporation

FILED

01 FEB 21 AM 11:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-02/22/01--01020--005
*****79.50 *****78.75

Dear Sirs:

Please find enclosed the Articles of Incorporation for X-Cel Drywall, Inc., and our check in the amount of \$79.50, which represents the filing fees and copy of articles.


David I. Austin Incorporator

CB 2-22 ✓

**ARTICLES OF INCORPORATION
of
X-Cel Drywall, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is X-Cel Drywall, Inc.

**ARTICLE II
CORPORATE ADDRESS**

The principle place of business and mailing address of the corporation is 2309 Seward Drive, Sarasota, FL 34234.

**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Linda Gliotti
2309 Seward Drive
Sarasota, FL 34234

**ARTICLE V
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The name and residence addressed of the persons constituting the initial board of directors are:

David I. Austin
2309 Seward Drive
Sarasota, FL 34234

After the initial board of directors, the board shall consist of one director and shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected. The number of directors may be raised or lowered by amendment of the by-laws of the corporation but shall in no case be less than one.

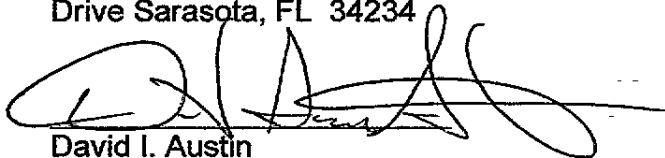
ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no directors of this corporation shall be personally liable to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VIII
INCORPORATOR**

The incorporator of this corporation is David I. Austin whose address is 2309 Seward Drive Sarasota, FL 34234


David I. Austin

Date 02 17 01

Having been named as registered agent and to accept service or 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 the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligations of my position as registered agent.


Linda Gliotti

Date 2-17-01

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