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September 6, 2001

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

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*****78.75 *****78.75

Re: Advantage Insulation, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of Advantage Insulation, Inc. for filing as a "for profit" corporation along with the filing fee of \$78.75 for same. Please return the "time and date stamped" copy along with the proof of filing at your earliest convenience.

Thank you for your cooperation in this matter. If you have any questions, please do not hesitate to call our office.

Sincerely,



Gregory S. Flanagan

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 SEP 10 AM 11:46

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Enclosures

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ARTICLES OF INCORPORATION

OF

ADVANTAGE INSULATION, INC.

A Florida "For Profit" Corporation

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TALLAHASSEE, FLORIDA
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The undersigned Incorporator hereby submits these Articles of Incorporation in order to form a "for-profit" corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is **ADVANTAGE INSULATION, INC.**

ARTICLE II
PRINCIPLE OFFICE & MAILING ADDRESS

The address of the principal office is: 6460 Southwest 12th Court, Ocala, FL 34474 and the mailing address is: 6460 Southwest 12th Court, Ocala, FL 34474.

ARTICLE III
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation includes, but is not limited to, installation of specialized foam insulation and to provide administrative and ancillary services to that activity and any other activity of the corporation, as well as to engage in any other activity or business permitted under the laws of the United States and of this State.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven hundred fifty (750) shares of common stock, having a par value of \$1.00 per share.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than the sum of SEVEN HUNDRED FIFTY AND NO/100**Dollars (\$750.00).

ARTICLE VI
PREEMPTIVE RIGHTS

The corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par, if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

ARTICLE VII
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII
DESIGNATION OF REGISTERED AGENT
INITIAL ADDRESS OF REGISTERED OFFICE

The initial Registered Agent is designated as GREGORY S. FLANAGAN. The Registered Agent of the corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

The street address of the initial registered office of this corporation in the State of Florida is 230 Northeast 25TH Avenue, Suite 200, Ocala, Florida, 34470-6632. The Board of Directors may from time to time, without amending these Articles, move the principal office to any other address within the State of Florida.

ARTICLE IX
DIRECTORS

This corporation shall have two (2) director initially. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted by the stockholders, but shall never be less than one (1).

ARTICLE X
INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

DAVID L. SULLIVAN, JR.

6460 Southwest 12th Court, Ocala, FL 34474

MONICA L. SULLIVAN

6460 Southwest 12th Court, Ocala, FL 34474

The above named Directors shall hold office for the first year of existence of the corporation or until his successor(s) are elected or appointed and have qualified.

ARTICLE XI
INCORPORATOR

The name and street address of the incorporator filing these Articles of Incorporation is:

MONICA L. SULLIVAN

6460 Southwest 12th Court, Ocala, FL 34474

ARTICLE XII
INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was the incorporator, a director, officer or employee of the corporation, or any corporation in which he served as such at the request of the corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.

ARTICLE XIII
BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or via the By-Laws of the corporation, may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholders, or any stockholder required to sever financial interests in the corporation. Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this corporation, then only the stockholders of this corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.

ARTICLE XIV
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 1st day of September, 2001.

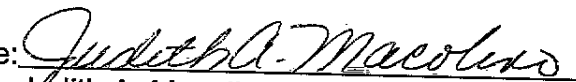

MONICA L. SULLIVAN, Incorporator

STATE OF FLORIDA}
COUNTY OF MARION}

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared **MONICA L. SULLIVAN**, who produced a Florida Driver's License as identification and he acknowledged before me that he subscribed to these Articles of Incorporation.

6th WITNESS my hand and official seal in the County and State above named, this day of September, 2001.

NOTARY PUBLIC:

Name: 
Judith A. Macolino
State of Florida at Large
My Commission Expires:

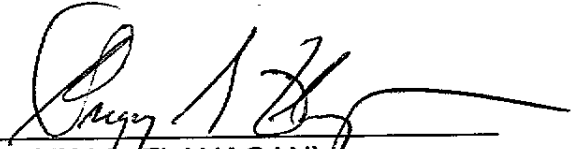
JUDITH A. MACOLINO
Notary Public, State of Florida
Commission #CC723845
My Comm. Expires: April 29, 2002

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VIII of these Articles of Incorporation, the undersigned GREGORY S. FLANAGAN, Registered Agent, does hereby accept the duties as Registered Agent for ADVANTAGE INSULATION, INC. and designates his location for service of process as:

230 Northeast 25th Avenue, Suite 200, Ocala, Florida, 34470-6632

The undersigned shall serve as Registered Agent until otherwise removed or shall resign pursuant to the laws of the State of Florida.



GREGORY S. FLANAGAN

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