

PO1000119310

November 5, 2001

TO WHOM IT MAY CONCERN:

ENCLOSED YOU WILL FIND, THE ARTICLES OF INCORPORATION FOR ALL ABOUT
CEILINGS AND WALLS, INC. THE PHONE NUMBER IS (904) 223-4736 ALSO

INCLUDED IS A CHECK FOR \$78.75 FOR THE CORPORATE FILING FEE. I HAVE
INSERTED AN EXTRA COPY OF THE ARTICLES OF INCORPORATION, PLEASE STAMP
THESE PAPERS FILED AND RETURN TO THE FOLLOWING ADDRESS:

CHRISTINE HARPER
4135 SEABREEZE DR
JACKSONVILLE BEACH, FL 32250

EFFECTIVE DATE
01-01-02

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

FILED
01 DEC 17 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN DEC 18 2001

FILED
01 DEC 17 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL ABOUT CEILINGS AND WALLS, INC.

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS A
NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORMS A
CORPORATION FOR PROFIT UNDER THE GENERAL CORPORATION ACT AND OTHER
LAWS OF THE STATE OF FLORIDA.

EFFECTIVE DATE
01-01-02

ARTICLE I. NAME

THE NAME OF THE CORPORATION IS **ALL ABOUT CEILINGS AND WALLS, INC**

ARTICLE II. COMMENCEMENT

THIS CORPORATION WILL EXIST EFFECTIVE **JANUARY 01, 2002**

ARTICLE III. DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR
ALL LAWFUL BUSINESS.

ARTICLE V. CORPORATION POWERS

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSE OR OBJECTS OF THIS ENUMERATED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE VI. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS 1,000 SHARES OF COMMON STOCK. THIS COMMON STOCK WILL HAVE A PAR VALUE OF \$ 1.00 PER SHARE. THE BOARD OF DIRECTORS IS AUTHORIZED TO ISSUE "SECTION 1244 STOCK" AS DEFINED BY SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE VII. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS:

4135 SEABREEZE DR

JACKSONVILLE BEACH, FL 32250

ARTICLE VII. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

(CON'T)

THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS:

4135 SEABREEZE DR

JACKSONVILLE BEACH, FL 32250

THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS **CHRISTINE HARPER**. THE STOCKHOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESS OF THE PERSONS SIGNING THESE ARTICLES ARE:

CHRISTINE HARPER

4135 SEABREEZE DR

JACKSONVILLE BEACH, FL 32250

GREGORY HEDGE

228 CARRI ANN COVE

JACKSONVILLE, FL 32225

BENJAMIN HARPER

4135 SEABREEZE DR

JACKSONVILLE BEACH, FL 32250

ARTICLE IX. MANAGEMENT OF THE CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY, OR UNDER, THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X. CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE SOLE POWER TO ADOPT, AMEND, OR REPEAL BY-LAWS FOR THE MANAGEMENT OF THIS CORPORATION. THE DUTIES OF THE OFFICERS SHALL BE PRESCRIBED BY SUCH BY-LAWS.

ARTICLE XI. INITIAL DIRECTORS

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE:

1) **CHRISTINE HARPER: 4135 SEABREEZE DR.**

JACKSONVILLE BEACH, FL 32250

1) **GREGORY HEDGE : 228 CARRI ANN COVE**

JACKSONVILLE, FL 32225

1) **BENHAMIN HARPER: 4135 SEABREEZE DR.**

JACKSONVILLE BEACH, FL 32250

ARTICLE XII. INITIAL OFFICERS AND SUBSCRIBERS

THE NAMES AND POST OFFICE ADDRESSES OF THE OFFICERS WHO ARE TO SERVE UNTIL THE FIRST ELECTION UNDER THE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

PRESIDENT: CHRISTINE HARPER: 4135 SEABREEZE DR.

JACKSONVILLE BEACH, FL 32250

TREASURER: BENHAMIN HARPER: 4135 SEABREEZE DR.

JACKSONVILLE BEACH, FL 32250

SECRETARY: GREGORY HEDGE : 228 CARRI ANN COVE

JACKSONVILLE, FL 32225

ARTICLE XIII. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE
ARTICLES OF INCORPORATION ON NOVEMBER, 2001

Christine Harper

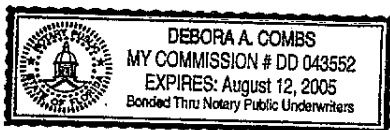
CHRISTINE HARPER

STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC, DULY
AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE
ACKNOWLEDGMENTS, PERSONALLY APPEARED CHRISTINE HARPER TO ME
KNOWN AND KNOWN TO BE THE PERSON DESCRIBED AS THE PERSON WHO
EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED
BEFORE ME THAT HE EXECUTED THE SAID ARTICLES ON INCORPORATION FOR THE
USES AND PURPOSES THEREIN SET FORTH AND EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL AT
JACKSONVILLE, FLORIDA, THIS 14th DAY OF December, 2001



Debora A. Combs

NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

8/12/05

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE
ARTICLES OF INCORPORATION ON NOVEMBER, 2001

Gregory D. Hedge

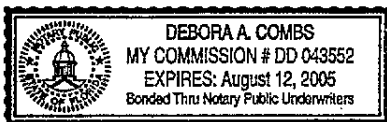
GREGORY HEDGE

STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC, DULY
AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE
ACKNOWLEDGMENTS, PERSONALLY APPEARED GREGORY HEDGE TO ME KNOWN
AND KNOWN TO BE THE PERSON DESCRIBED AS THE PERSON WHO EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED BEFORE ME
THAT HE EXECUTED THE SAID ARTICLES ON INCORPORATION FOR THE USES AND
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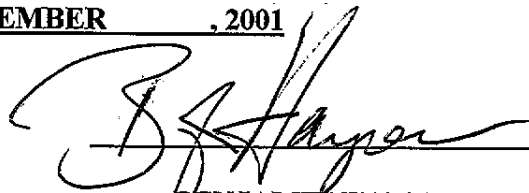
Debora A. Combs

NOTARY PUBLIC, STATE OF FLORIDA

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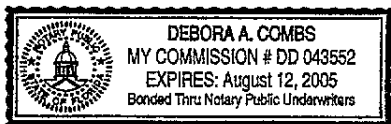

BENJAMIN HARPER

STATE OF FLORIDA

COUNTY OF DUVAL

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC, DULY
AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE
ACKNOWLEDGMENTS, PERSONALLY APPEARED BENJAMIN HARPER TO ME
KNOWN AND KNOWN TO BE THE PERSON DESCRIBED AS THE PERSON WHO
EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED
BEFORE ME THAT HE EXECUTED THE SAID ARTICLES ON INCORPORATION FOR THE
USES AND PURPOSES THEREIN SET FORTH AND EXPRESSED.

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NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:

8/12/05

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST, THAT ALL ABOUT CEILINGS AND WALLS, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE CITY OF JACKSONVILLE, FL., HAS NAMED:

CHRISTINE HARPER

LOCATED AT :

4135 SEABREEZE DR

JACKSONVILLE BEACH, FL 32250

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE

FILED
01 DEC 17 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY.

CHRISTINE HARPER

DATE