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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : STANLEY A. GOLDSMITH, ATTORNEY AT LAW  
Account Number : I20000000069  
Phone : (941) 955-4990  
Fax Number : (941) 955-4997

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**AMERICAN METAL CEILING PANEL DISTRIBUTING COMPANY**

Certificate of Status	1
Certified Copy	0
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**ARTICLES OF INCORPORATION**  
  
**of**  
  
**AMERICAN METAL CEILING PANEL  
DISTRIBUTING COMPANY**

**FIRST:**

The name of the Corporation shall be AMERICAN METAL CEILING PANEL DISTRIBUTING COMPANY. The principal mailing address of the Corporation is 1605 Main Street, Suite 1001, Sarasota, Florida 34236.

**SECOND:**

The purposes for which the Corporation is formed are any and all lawful purposes for which a corporation may be formed pursuant to the laws of the State of Florida and the United States.

**THIRD:**

The Corporation shall be authorized and empowered to issue TEN THOUSAND (10,000) shares of common stock.

**FOURTH:**

The mailing address of the Registered Office of the Corporation is 1605 Main Street, Suite 1001, Sarasota, Florida 34236.

**FIFTH:**

The Registered Agent for the Corporation shall be:

STANLEY A. GOLDSMITH  
1605 Main Street, Suite 1001  
Sarasota, Florida 34236

**SIXTH:**

To the Incorporator of AMERICAN METAL CEILING PANEL DISTRIBUTING COMPANY:

I understand my obligations as your Registered Agent and hereby accept appointment as your Registered Agent in accordance with F.S. 48.091.

2/19/03  
Date

Stanley A. Goldsmith  
Stanley A. Goldsmith

**SEVENTH:**

The initial Board of Directors of the Corporation shall consist of one (1) Member:

GARY SHAPIRO  
2608 Palma Sola Blvd.  
Bradenton, FL 34209

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

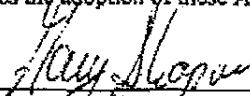
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EIGHTH:

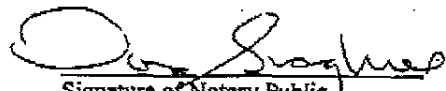
The incorporator of AMERICAN METAL CEILING PANEL DISTRIBUTING COMPANY, who by his signature hereby acknowledges the adoption of these Articles of Incorporation, is:

  
 GARY SHAPIRO  
 2608 Palma Sola Blvd.  
 Bradenton, FL 34209

STATE OF FLORIDA )  
 COUNTY OF SARASOTA ) ss:

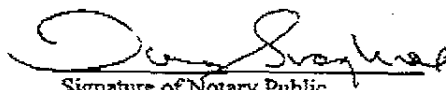
The foregoing Articles of Incorporation of AMERICAN METAL CEILING PANEL DISTRIBUTING COMPANY, were acknowledged before me this 19<sup>th</sup> day of February 2003, by STANLEY A. GOLDSMITH as Registered Agent. He is personally known to me or has produced 2/14 as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.



  
 Signature of Notary Public  
DONNA SCAGLIONE  
 Print Name of Notary Public  
 I am a Notary Public of the State of  
Florida, and my commission  
 expires on October 30, 2005

The foregoing Articles of Incorporation of AMERICAN METAL CEILING PANEL DISTRIBUTING COMPANY, were acknowledged before me this 19<sup>th</sup> day of February 2003, by GARY SHAPIRO, as Incorporator. He is personally known to me or has produced D.L. License as identification and did not take an oath. If no type of identification is indicated, the above-named person is personally known to me.



  
 Signature of Notary Public  
DONNA SCAGLIONE  
 Print Name of Notary Public  
 I am a Notary Public of the State of  
Florida, and my commission  
 expires on October 30, 2005.

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