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SECRETARY OF STATE
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Robinson Accounting Service

2335 E. Baldwin Road
Panama City, Florida 32405-5801

Member: National Society of Accountants (NSA)
National Association of Enrolled Agents (NAEA)

Michael Robinson, E. A., ATA, ATP
Enrollment To Practice
Before The
Internal Revenue Service

W. Ralph Robinson, E. A.
Enrollment To Practice
Before The
Internal Revenue Service

September 25, 2003

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32414

Re: Darby Construction, Inc.

Dear Sir or Madame:

Enclosed are the original and one copy of Articles of Incorporation and original Acceptance of Registered Agent for the referenced Corporation. If these documents are satisfactory, we would appreciate your filing the originals and returning a certified copy of the Articles to us. A check in the amount of \$78.75 is enclosed.

Thank you for your assistance. If you should have any questions or require additional information, please let us know.

Yours truly,



Michael Robinson, E. A.

MR/leb
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 3, 2003

MICHAEL ROBINSON, E.A.
2335 E. BALDWIN RD.
PANAMA CITY, FL 32405-5801

SUBJECT: DARBY CONSTRUCTION, INC.
Ref. Number: W03000028511

We have received your document for DARBY CONSTRUCTION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6965.

Dorine Martin
Document Specialist
New Filings Section

Letter Number: 003A00054392

ARTICLES OF INCORPORATION

OF

DARBY FRAMING, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers as to these Articles of Incorporation, natural persons competent to contract, hereby subscribe to and form a corporation under the laws of the State of Florida.

ARTICLE 1 - NAME

The name of the corporation is DARBY FRAMING, INC., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE

The purposes for which the Corporation is organized are:

- (a) To engage in all lawful business activities.
- (b) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.
- (c) To sue and be sued, complain, and defend its corporate name in all actions or proceedings.
- (d) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(f) To lend money to and use its credit to assist its officers and employees in accordance with Florida Statutes Section 607.0833.

(g) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(h) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(i) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of Florida within or without that state.

(l) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the Corporation.

(n) To make donations for the public welfare or for charitable, scientific or educational purposes.

(o) To transact any lawful business which the Board of Directors or Shareholders shall find will be in aid of governmental policy.

(p) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of the Corporation and its subsidiaries.

(q) To be promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

(s) To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 3 - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having the par value of five dollars (\$1.00).

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors or Shareholders of this Corporation at any regular or special meeting.

ARTICLE 4 - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is one hundred dollars (\$100.00).

ARTICLE 5 - TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the earliest date allowed by Florida law.

ARTICLE 6 - ADDRESS OF PRINCIPAL OFFICE

The initial street address of the principal office of this corporation is 8739 Tracy Way, Panama City, FL 32404-5669.

ARTICLE 7 - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a board of directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business corporation.

ARTICLE 8 - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to

purchase his pro rata share thereof at the price at which it is offered to others. Any sale of stock by any shareholder must be first offered to the other shareholders of the corporation.

ARTICLE 9 - SPECIAL PROVISIONS

This corporation is initially intended to qualify under the requirement of the Internal Revenue Code as a Small Business Corporation. Such actions as are necessary may be taken by the appropriate officers and stockholders to effect such qualification. After the Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

ARTICLE 10 - SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares of stock each is to take, and the value of the consideration thereof is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Tracy L. Darby	8736 Tracy Way Panama City, FL 32404-5669	100	100.00

ARTICLE 11 - BYLAWS

The power to adopt, alter, amend and/or repeal bylaws shall be vested in the shareholders.

ARTICLE 12 - CALLING OF SPECIAL MEETING

Special meeting of shareholders may be called by any shareholder.

ARTICLE 13 - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions herein contained in these Articles of Incorporation, the manner now or hereafter prescribed by law, and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors herein are granted subject to this reservation.

ARTICLE 14 - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Tracy L. Darby
8736 Tracy Way
Panama City, FL 32404-5669

ARTICLE 15 - OFFICERS

The officers of the Corporation shall be:

President:	Tracy L. Darby
Vice President:	Tracy L. Darby
Secretary:	Tracy L. Darby
Treasurer:	Tracy L. Darby

IN WITNESS THEREOF, we have set our hands and seals, acknowledged and filed
the foregoing Articles of Incorporation under the laws of the State of Florida,
this 9th day of OCTOBER, 2003.

Tracy L. Darby (SEAL)
Incorporator

TRACY L. DARBY
Printed Name of Incorporator

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME personally appeared TRACY L. DARBY who executed the
foregoing Articles of Incorporation and acknowledged before me that the same were
executed for the purposes and intents therein expressed.

WITNESS MY hand and official seal in the county and state named above
this 9th day of OCTOBER, 2003.

Michael Robinson
Notary Public



Michael Robinson
MY COMMISSION # CC935193 EXPIRES
May 19, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

MICHAEL ROBINSON
Printed Name of Notary
My Commission Expires:

Personally known ✓ or produced identification N/A
Type of Identification produced N/A

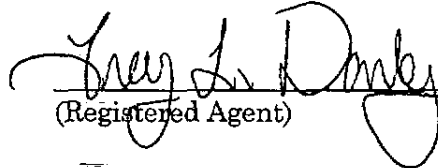
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

First—That DARBY FRAMING, 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 Panama City, County of Bay, State of Florida, has named Tracy L. Darby, located at
8736 Tracy Way, Panama City, FL 32404-5669, County of Bay, State of Florida as its agent to
accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at
place designated in this certificate, I hereby accept to act in this capacity and agree to
comply with the provisions of said Act relative to keeping open said office.


(Registered Agent)

TRACY L. DARBY
Printed Name of Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA