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TALLAHASSEE, FLORIDA
03 OCT 27 AM 8:37

Bruce F. Roberts & Associates
Tax Accountant – Management Consultants
P. O. Box 17937
Sarasota, Florida 34276-0937

Phone 941-921-2116 **Fax 941-922-8865**

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

RE: Stephen R. Freed, Inc. October 16, 2003

Dear Sirs or Madam,

Enclosed please find the original and a copy of the incorporation papers for the above-mentioned client. We have also enclosed a check for $78.75 to cover the costs of filing fees, registered agent fee, certified copy, and a certificate of status for this charter.

If you have any questions, please contact me at the address or telephone numbers listed above.

Thank you for your assistance.

Sincerely

Bruce F Roberts

Bruce F. Roberts
Accountant

ARTICLES OF INCORPORATION

OF

STEPHEN R. FREED, INC.

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TALLAHASSEE, FLORIDA
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We, the undersigned, hereby associate ourselves together for the purpose of forming a Corporation, for profit, under the general Corporation laws of the State of Florida, in accordance with the following Certificate of Incorporation:

ARTICLE I NAME

The name of the corporation shall be **STEPHEN R. FREED, INC.**

Its principal place of business shall be, 6939 N. Toledo Blade Blvd., North Port, Florida 34286, in the County of Sarasota, and the State of Florida. The mailing address of the Corporation shall be the same but the Corporation shall have the power to transact business at such place or places as the Board of Directors may designate, and branch offices and places of business may be established in such places within or without the State of Florida as the Board of Directors from time to time may direct.

ARTICLE II DURATION

The term of existence of the corporation shall be perpetual, or until dissolved according to laws of the State of Florida.

ARTICLE III POWERS OF CORPORATION

This corporation shall have the power to:

1. To have perpetual succession by its corporate name.

2. To sue and be sued, complain and defend in its corporate name in all actions and proceedings.

3. To have a corporate seal which may be altered at pleasure, and to use the same causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

4. To deal in, but not limited to, residential and commercial drywall, for new construction or existing dwellings, as well as all other related services.

5. 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.

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

7. To lend money and use its credit to assist its officers and employees in accordance with the law

8. 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 any or all of its property, franchises and income.

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

10. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 5,000 Shares of common stock, which shall be designated, "Common Shares", with a $1.00 Par Value.

ARTICLE V STOCKHOLDERS' RIGHTS DETERMINATION OF CONSIDERATION FOR WHICH SHARES ARE TO BE ISSUED

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued, which amount shall not be less than the stated par value per share. The consideration for issuance of said shares, or any part thereof, shall be money current of the United States of America, or property, or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed or rendered, or to be performed or rendered, as a consideration for the issuance of said stock shall be fixed by the Board of Directors of said corporation. Any and all shares of stock of this corporation which shall be issued for consideration, or for not less than the consideration fixed and determined aforesaid, whether such consideration shall be cash, property, or services shall be fully paid and non-assessable.

ARTICLE VI NUMBER OF DIRECTORS

The corporation shall have (1) director who shall serve for a period of (1) year. The number of directors may be increased or diminished from time to time and the length of time served by a director may change from time to time by by-laws adopted by the stockholders, but the number of directors shall never be less than one(1).

ARTICLE VII INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the by-laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until successors are elected and have qualified, are as follows:

Name	***Address***
Stephen R. Freed	6939 N. Toledo Blade Blvd., North Port, Florida 34286

ARTICLE VIII INDEMNIFICATION DIRECTORS

A. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (Including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeals thereof, if he acted in good faith or in a manner he reasonably believed was lawful. However, with respect to any action by or in the right of the Corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for

negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudicate of liability, such person is fairly and reasonably entitled to indemnify in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors, subject to the approval of a majority of stockholders, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any such action, suit or proceeding by judgment order, settlement, conviction, or on a plea of nolo contender or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct on receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

B. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE IX INITIAL OFFICERS

The following are the names and street addresses of the initial officers of this corporation, who will serve until their successors are duly elected and qualified:

President/Secretary	Stephen R. Freed 6939 N. Toledo Blade Blvd., North Port, Florida 34286

ARTICLE X INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered agent of this corporation is 6939 N. Toledo Blade Blvd., North Port, Florida 34286 and the name of the initial registered agent of this corporation shall be Stephen R. Freed.

ARTICLE XI YEARLY MEETINGS

Meetings of the Board of Directors and meetings of the stockholders of the corporation shall be held within or without the State of Florida at a time deemed necessary by the Board of Directors and set forth in the by-laws of the corporation.

ARTICLE XII REMOVAL BY STOCKHOLDERS

The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

ARTICLE XIII BY-LAWS

The original by-laws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a unanimous vote thereof. Thereafter said By-Laws may be amended by the Board of Directors by a unanimous vote of the directors present at any regular or special meeting, called for such purpose by a unanimous votes of the directors present.

ARTICLE XIV AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Amendments may be proposed by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a unanimous vote of the stock entitled to vote thereon, unless all directors and all stockholders sign a written statement manifesting their intention that a certain amendment of These Articles of Incorporation be made.

ARTICLE XV REPLACING STOCK CERTIFICATES

The Board of Directors, may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XVI INCORPORATORS

The names and street addresses of each person signing these Articles of Incorporation as incorporator and subscriber are as follows:

Name	*Address*
Stephen R. Freed	6939 N. Toledo Blade Blvd., North Port, Florida 34286

ARTICLE XVII DIRECTORS INSURANCE AGAINST PROFESSIONAL LIABILITY

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against liability under the provisions of these Articles, or under law.

ARTICLE XVIII DISSOLUTION

The corporation may be dissolved at any time by (1) unanimous written consent of the shareholders; (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets, shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set our hands and seals, this 16th Day of October, AD, 2003, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of the State of Florida this Certificate of Incorporation, and certify that the facts herein are true.

Signed and Sealed in the presence of:

Witness

Stephen R. Freed

CONSENT TO SERVE AS REGISTERED AGENT
STEPHEN R. FREED, INC.

Having been named to accept service of process for the afore-mentioned corporation, I hereby accept to act and agree to comply with the provisions of said Florida statue relative to keeping said office open.

Stephen R. Freed
6939 N. Toledo Blade Blvd.,
North Port, Florida 34286

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