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12/11/03



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 354117 154297A

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 78.75

ORDER DATE : December 10, 2003

ORDER TIME : 1:43 PM

ORDER NO. : 354117-005

CUSTOMER NO: 154297A

CUSTOMER: Mr. David S. Wainer, III
Ford, Miller & Wainer, P.a.

Suite 600
1200 Riverplace Boulevard
Jacksonville, FL 32207

DOMESTIC FILING

NAME: JAMES A. NICHOLS SOFFIT AND
SIDING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION

OF

JAMES A. NICHOLS SOFFIT AND SIDING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is JAMES A. NICHOLS SOFFIT AND SIDING, INC.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation is 2808 Holly Bay Road, Orange Park, Florida 32073.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the registered agent is David S. Wainer, III, 1200 Riverplace Boulevard, Suite 600, Jacksonville, Florida 32207.

ARTICLE V - INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator is 1200 Riverplace Boulevard, Suite 600, Jacksonville, Florida 32207.

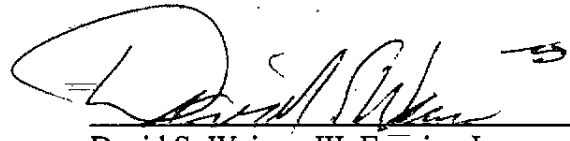
ARTICLE VII - BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

ARTICLE VIII - AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Amended Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned officer has executed these Amended Articles of Incorporation this 9th day of December, 2003.

A handwritten signature in black ink, appearing to read "David S. Wainer, III", is written over a horizontal line.

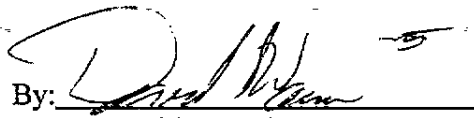
David S. Wainer, III, Esquire, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of § 607.0501, Florida Statutes, JAMES A. NICHOLS SOFFIT AND SIDING, INC., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is JAMES A. NICHOLS SOFFIT AND SIDING, INC.
2. The name and address of the registered agent and office are David S. Wainer, III, 1200 Riverplace Boulevard, Suite 600, Jacksonville, Florida 32207.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, DAVID S. WAINER, III, HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

By: 
David S. Wainer, III

Date: 12-9-03

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