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TALLAHASSEE, FLORIDA

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**Jim Morrison & Accounting, Inc.**

6847A North 9<sup>th</sup> Avenue  
Suite 186  
Pensacola, Florida 32504  
(850) 324-5381  
email:jmajcm@hotmail.com

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

December 2, 2003

SUBJECT: Miller's Drywall, INC.

Enclosed are an original and one (1) copy of the articles of Incorporation and a check for  
\$78.75 to cover filing fees.

Thank You

  
James C Morrison

CERTIFICATE OF INCORPORATION  
OF  
MILLERS DRYWALL, INC.

FILED  
03 DEC 30 AM 6:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Theodore Brignano and Donald Sweeney, do hereby become a corporation under the Laws of The State of Florida by making, subscribing, and acknowledging and filing in the Office of the Secretary of State, the following certificate and we do hereby certify that:

ARTICLE I

NAME

The name of the corporation shall be MILLERS DRYWALL, INC.

ARTICLE II

INITIAL PRINCIPAL OFFICE

The principal office of the Corporation shall be at 2427 Houston Cir, Gulf Breeze, FL 32563.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock with par value of One Dollar (\$1.00) each that the corporation is authorized to have outstanding at any time is 5,000 shares.

ARTICLE IV  
INITIAL REGISTERED AGENT

Pursuant to the Provisions of Section 607.0501 or 617.0501, Florida Statutes, The Undersigned Corporation, 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 MILLER'S DRYWALL, INC.
2. The name and address of the registered agent is Billy Miller,  
2427 Houston Cir, Gulf Breeze, FL 32563

ARTICLE V  
INITIAL SUBSCRIBERS

The names and addresses of each subscriber of the Certificate of Incorporation and a statement of the number of shares which he agrees to take, the aggregate of which shall not be less than the amount of capital with which the said corporation shall begin business, as follows are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Billy Miller	2427 Houston Cir Gulf Breeze, FL 32563	600
Fidel Martinediaz	610 Cypress Mary Ester, FL 32569	200
Damian Abshire	14 O'Sage #3 Pensacola, FL 32505	200

## ARTICLE VI

### DURATION

The Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

## ARTICLE VII

### TRANSFER OF STOCK

The transfer of the shares of stock of the Corporation shall be governed by the option of provisions contained in the by-laws of the Corporation.

## ARTICLE VIII

### PURPOSE

Purpose: All acts and things as are necessary or convenient to the attainment of the purposes of this corporation, or any of them, to the same extent as natural persons lawfully might do or could do in any part of the world, in so far as such acts are permitted to be done by a corporation organized under the laws of the State of Florida.

## ARTICLE IX

### CORPORATION BY-LAWS

The Board of Directors is authorized and empowered to make, alter, amend and rescind the By-Laws of the corporation, but By-Laws made by the Board may be altered or repealed, and new By-Laws made, by the stockholders.

ARTICLE X  
LIABILITY OF DIRECTORS

Any and all directors of this corporation shall not be liable to the Corporation, its shareholders, or any third party for breach of duty of care; such potential liability is hereby eliminated.

ARTICLE XI  
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof ( as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII  
INITIAL OFFICERS

The names, addresses, and office of the officers as follows are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Billy Miller	2427 Houston Cir Gulf Breeze, FL 32563	600
Fidel Martinediaz	610 Cypress Mary Ester, FL 32569	200

Damian Abshire

14 O'Sage #3  
Pensacola, FL 32505

200

In TESTIMONY WHEREOF, I have hereunto set my hand and seal  
this day of 12/26/, 2003

Billy Miller  
Billy Miller

In TESTIMONY WHEREOF, I have hereunto set my hand and seal  
this day of 12/26, 2003

Fidel Martinediaz  
Fidel Martinediaz

In TESTIMONY WHEREOF, I have hereunto set my hand and seal  
this day of 12/26, 2003

Damian Abshire  
D.A. Damian Abshire  
Damian

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03 DEC 30 AM 6:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

First – That MILLERS DRYWALL, INC.

Desiring to organize under the laws of the State of Florida with its principal office, as  
indicated in the articles of incorporation at Gulf Breeze, County of Santa Rosa, State of  
Florida, has named Billy Miller, located at 2427 Houston Circle, Gulf Breeze, FL 32563.  
, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

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

By: Billy Miller  
Billy Miller, Resident Agent