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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

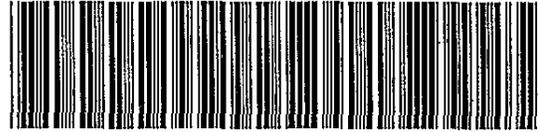
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2004 JAN 30 A 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

TRANSMITTAL LETTER

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

SUBJECT: Improvement Solutions, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: _____

Name (Printed or typed)

Fidelity Accounting Services

P.O. Box 15698

Panama City, FL 32406

City, State & Zip

(850) 747-1510

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
IMPROVEMENT SOLUTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is **IMPROVEMENT SOLUTIONS, INC.**
2. The period of its duration is perpetual.
3. The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act, including, but not limited to the sale, promotion, or any other lawful activity as relates to the general business activity associated with construction.
4. The aggregate number of shares of capital stock which the corporation shall have authority to issue is 100,000 shares of common stock, par value \$.01 per share.
5. The location and mailing address of the initial registered office and principal office of the corporation is 348 Parker Farm Road, Wewahitchka, Florida 32465, and the name of its initial registered agent at such address is William D. Crane.
6. The number of directors constituting the initial board of directors of the corporation are three (3), and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors are elected and shall qualify is as follows:

<u>Name</u>	<u>Address</u>
William D. Crane	348 Parker Farm Road Wewahitchka, FL 32465
Eddie Samples	1249 Hwy. 22 Wewahitchka, FL 32465
Dwight Samples	348 Parker Farm Road Wewahitchka, FL 32465

7. The name and address of the incorporator of the corporation is William D. Crane, 348 Parker Farm Road, Wewahitchka, FL 32465.
8. Any shareholder, or the corporation itself as provided by these by laws, shall have the pre-emptive right to purchase shares of any class of capital stock of the corporation, including treasury shares if the same or greater consideration is paid for

such treasury shares as was incurred by the corporation. Such right shall include the right to notice of consideration of offer to purchase shares, if such offer is valid and reasonable and said shareholder intends to exercise any of the rights afforded by such offer, such notice shall be given with a minimum of seven days consideration and upon the payment of an amount equivalent to the offer in consideration plus one dollar (US), allowing that said consideration may be required by the selling shareholder to be paid not less than thirty days from the notification of intent to purchase and said notification of intent to purchase to be provided before the end of the seven day consideration period, said shares shall be transferred to the electing shareholder. Any shareholder may utilize this section to purchase any amount or all shares as may be stipulated by the duly required notice of consideration of offer to purchase shares regardless of any requirements in the offer under consideration requiring a stated or minimum number of shares. The provisions of this section shall not apply upon any current shareholders who are engaging in any transactions involving shares of the corporation as long as both the buying and selling parties are both current shareholders and the shares transferred inure to the benefit of a current shareholder. Further, this provision shall not apply to the sale or transfer of any shares to any trusts as long as the trust inures to the direct or indirect benefit of the transferring shareholder or said shareholders heirs and beneficiaries.

9. The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.

The undersigned, acting as incorporator of the corporation named herein in accordance with the Florida General Corporation Act, executes these Articles of Incorporation this 8th day of December, 2003.

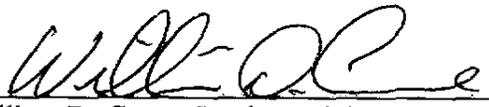


William D. Crane

ACCEPTANCE OF INITIAL REGISTERED AGENT
IMPROVEMENT SOLUTIONS, INC.

I hereby accept appointment as Registered Agent for Improvement Solutions, Inc. and am familiar with and accept the duties and responsibilities as Registered Agent.

DATED as of the 8th day of December, 2003.


William D. Crane, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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