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Florida Department of State  
Division of Corporations  
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04 JUL - 1 AM 8:25  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**FLORIDA PROFIT CORPORATION OR P.A.**

**all wall & ceiling systems, inc.**

Certificate of Status	0
Certified Copy	1
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(5)

ARTICLES OF INCORPORATION

OF

ALL WALL & CEILING SYSTEMS, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation of such Corporation:

ARTICLE I  
NAME

The name of the corporation shall be ALL WALL & CEILING SYSTEMS, INC.

ARTICLE II  
DURATION

The corporate existence shall begin at the time of subscription and acknowledgment of these Articles, except that in the event these Articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State. This Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III  
PURPOSE

The purpose for which the Corporation is organized is to engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV  
CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

This instrument prepared by:  
Frederic C. Buresh, Esq.,  
800 S.E. Third Ave., 4<sup>th</sup> Floor  
Ft. Lauderdale, FL 33316  
(954) 525-2300  
FL Bar No. 167614

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ARTICLE V  
PRINCIPAL OFFICE

The principal office of this corporation is at 210 NW 27<sup>th</sup> Terrace, Fort Lauderdale, Florida 33311.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 210 NW 27th Terrace, Fort Lauderdale, Florida 33311 and the name of its initial registered agent at that address is Will Whaley.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by the By-laws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

Will Whaley

210 NW 27<sup>th</sup> Terrace  
Ft. Lauderdale, FL 33311

ARTICLE VIII  
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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX  
CUMULATIVE VOTING

At each election for Directors, every Shareholder entitled to vote in the election shall have the right to cumulate his vote by giving one candidate as many votes as the number of Directors at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

ARTICLE X  
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

ARTICLE XI  
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

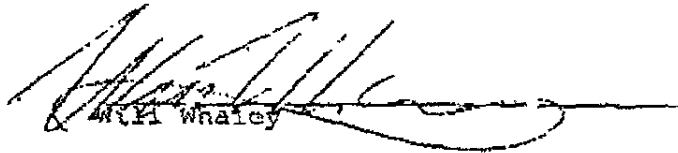
ARTICLE XII  
INCORPORATORS

The name and address of the incorporator and the person signing these Articles is:

Will Whaley

210 NW 27<sup>th</sup> Terrace  
Ft. Lauderdale, FL 33311

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Fort Lauderdale, Florida, this 30th day of June, 2004.

  
X Will Whaley

STATE OF FLORIDA  
SS.  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 30th day of June, 2004, by Will Whaley, who is personally known to me or who has produced identification as shown below and did take an oath.

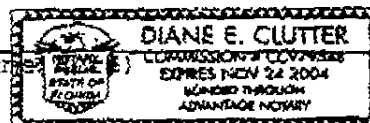
Sworn to and subscribed before me on the day and year above written.

Diane E. Clutter  
Notary Public, State of Florida

My Commission Expires:

Identification produced:

Florida driver's license



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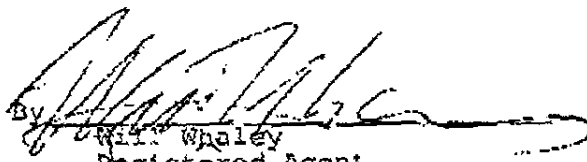
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In pursuance of Chapter 607.034 Florida Statutes, the  
following is submitted in compliance with said Act:

First that ALL WALL & CEILING SYSTEMS, INC., desiring to  
organize under the laws of the State of Florida with its principal  
office, as indicated in the Articles of Incorporation, at 210 NW  
27<sup>th</sup> Terrace, Ft. Lauderdale, Florida 33311, County of Broward,  
State of Florida, has named Will Whaley, located at 210 NW 27<sup>th</sup>  
Terrace, Ft. Lauderdale, Florida 33311, as its agent to accept  
service of process within this State.

ACKNOWLEDGMENT:

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

By   
Will Whaley  
Registered Agent

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