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SECRETARY OF STATE OF STRICK

Law Offices of

### Anthony, Berry, DiRito & Goode LLP

333 First Street North, Suite 305

Jacksonville Beach, Florida
32250-6939
Tel 904.247.1755
Fax 904.247.1669

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32082-3087
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Malcolm Anthony Michael L. Berry, Jr.\* Vincent J. DiRito Bryan C. Goode III

\*Please reply to Jacksonville Beach office mberry@pontevedralaw.com

December 10, 2004

Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re: Incorporation of A1 Automatic Overhead Door Company

Dear Sirs:

Enclosed are the original, executed articles of incorporation for A1 Automatic Overhead Door Company along with the appointment for statutory agent, which I request that you file with the division of corporations. Also enclosed is the incorporator's check in the amount of \$70.00 payable to the Florida Secretary of State to cover the applicable filing fees.

Please send your letter confirming the incorporation to:

A1 Automatic Overhead Door Company c/o Michael L. Berry, Jr., Esq. Anthony, Berry, DiRito & Goode LLP 333 First Street North, Suite 305 Jacksonville Beach, FL 32250

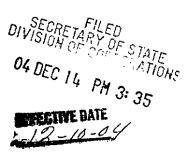
Thank you for your assistance.

Sincerely,

ANTHOMY/BERRY/DIRTIO & GOODE LLP

Michael L. Berry, Jr.

## ARTICLES OF INCORPORATION OF A1 Automatic Overhead Door Company



The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

#### ARTICLE I

#### <u>Name</u>

The name of the corporation is A1 Automatic Overhead Door Company

#### ARTICLE II

#### **Term of Existence**

The corporation shall have perpetual existence, commencing upon December 10, 2004, or such other date no more than five (5) days prior to the filing of these Articles of Incorporation with the Florida Department of State, whichever is later.

#### **ARTICLE III**

#### **General Purpose of Corporation**

The general purpose of the corporation and the nature of the business to be transacted by the corporation are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

#### **ARTICLE IV**

#### Principal Office

The principal office and mailing address of the corporation will be located at 319 10th Avenue

North, Jacksonville Beach, Florida 32250.

#### **ARTICLE V**

#### Capital Stock

The corporation is authorized to issue one hundred thousand (100,000) shares of common stock, having a par value of \$ .01 per share.

#### **ARTICLE VI**

#### **Preemptive Rights**

All holders of the corporation's common stock shall have preemptive rights with respect to any stock issued by the corporation subsequent to the date on which such shareholder purchased his or her shares. The preemptive right of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the corporation such that his or her proportionate ownership interest in the corporation will remain the same.

#### ARTICLE VII

#### Indemnification

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of any act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's bylaws and shall not deviate therefrom without amending said bylaws.

#### **ARTICLE VIII**

#### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 333 First Street North, Suite 305, Jacksonville Beach, Florida 32250, and the name of the initial registered agent of this corporation at that address is Michael L. Berry, Jr.

#### ARTICLE IX

#### Incorporator

The name and address of the incorporator of this corporation is:

James Darrell Bell, Jr. 319 10<sup>th</sup> Avenue North Jacksonville Beach, FL 32250

IN WITNESS WHEREOF, the incorporator has executed these Articles on December 10, 2004.

ames Darrell Bell, Jr.

#### A1 Automatic Overhead Door Company

#### APPOINTMENT OF STATUTORY AGENT

The undersigned, A1 Automatic Overhead Door Company, a Florida corporation, with its principal office in Jacksonville Beach, Duval County, Florida, hereby appoints Michael L. Berry, Jr., a natural person residing in Duval County, Florida, as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is 333 First Street North, Suite 305, Jacksonville Beach, Florida 32250.

Dated: December 10, 2004.

A1 Automatic Overhead Door Company

By: YWW J \P James Darrell Bell. Jr

#### ACCEPTANCE OF APPOINTMENT

TO: A1 Automatic Overhead Door Company

The undersigned hereby accepts appointment as statutory agent of the above corporation upon whom any process, notice or demand required or permitted by statute may be served, and hereby confirms that he is familiar with, and accepts, the obligations of that position.

December 10, 2004.

Michael L. Berry, Jr.