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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/26/05
BWK

WDS-38110



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 11, 2005

O.R. SAMUEL, JR., P.A.
P.O. BOX 566
OCALA, FL 34478-0566

SUBJECT: L & P HOME IMPROVEMENT
Ref. Number: W05000038110

We have received your document for L & P HOME IMPROVEMENT and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6840.

Bruce W Kitchens
Document Specialist
New Filings Section

Letter Number: 305A00051626

ARTICLES OF INCORPORATION

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OF
L & P HOME IMPROVEMENT, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is L & P HOME IMPROVEMENT, Inc. and its principal place of business shall be located at 6312 Southeast 41st Court, Ocala, Florida 34480.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to, remodeling, renovations, additions, laminate flooring, and drywall.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00.00 per share, which shall be designated as "Common Shares."

ARTICLE V - 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3498 SE 62nd Street, Ocala, Florida 34480, and the name of the initial registered agent of this corporation at that address is Preston Samuel.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have (2) Directors who shall serve until their successors shall be elected/appointed at the

first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Preston Samuel	3498 SE 62 nd Street, Ocala, FL 34480
Larmonica D. Samuel	6312 SE 41 st Street, Ocala, FL 34480

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
President	
Preston Samuel	3498 SE 62 nd Street, Ocala, FL 34480
Vice President	
Larmonica D. Samuel	6312 SE 41 st Court, Ocala, FL 34480
Secretary	
Larmonica D. Samuel	6312 SE 41 st Court, Ocala, FL 34480
Treasurer	
Larmonica D. Samuel	6312 SE 41 st Court, Ocala, FL 34480

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Preston Samuel	3498 SE 62 nd Street, Ocala, FL 34480

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (2004).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: 7/20/, 2005

By 

Printed Name Preston Samson

Incorporator

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

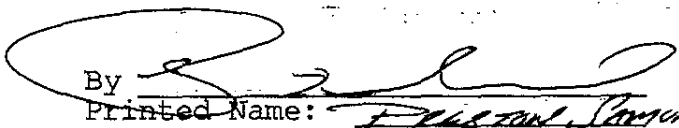
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In compliance with Section 48.091, Florida Statutes, the following is submitted: SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First, that L&P Home Improvement Inc. desiring to organize or qualify under the laws of the State of Florida, has named Preston Samuel, located at 3498 SE 62nd Street, Ocala, FL 34480, as its agent to accept service of process within Florida.

Dated: 7/20, 2005

By 
Printed Name: Preston Samuel
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 7/20, 2005

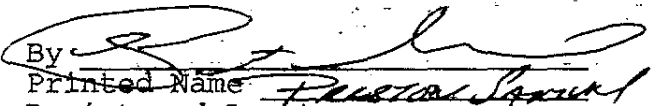
By 
Printed Name: Preston Samuel
Registered Agent

EXHIBIT B
CORPORATE BANKING RESOLUTION

RESOLVED that _____ is designated as a depository for L & P Home Improvement, Inc. ("corporation") in the City of Ocala. The President, Preston Samuel, and Treasurer, Larmonica D. Samuel, of the corporation are directed to open a deposit account with the depository. The Secretary is directed to certify to the depository:

- (1) A copy of the bylaws of the corporation or any part thereof relating to its deposit or collection accounts, the duties of the officers, the endorsement of notes, drafts, checks, etc., deposited or drawn against the same, the borrowing of money by the corporation, by whom the bylaws may be altered or amended, and further certify that the bylaws are now in full force and effect, and
- (2) A statement naming the officers of the corporation authorized to endorse or sign notes, drafts, checks, etc., with specimens of their respective signatures for use by the depository for purposes of comparison.

The signature shall be binding upon the corporation until revocation in writing is filed with the bank.

FURTHER RESOLVED that all drafts, checks, etc., drawn against the account shall be signed by the President AND the Treasurer. All notes of the corporation shall be signed by the following, and the following are authorized to make loans from the bank from time to time for credit to the account of this corporation, and to hypothecate and transfer to the bank collateral securities or other property of any character of this corporation as may be required to secure any indebtedness to the bank; to accept drafts, acceptances, and other instruments payable at the bank; to waive demand, protest and notice of protest or dishonor of any check, note, bill, draft or other instrument made, drawn or endorsed by this corporation: PRESIDENT AND TREASURER (2 signatures required).

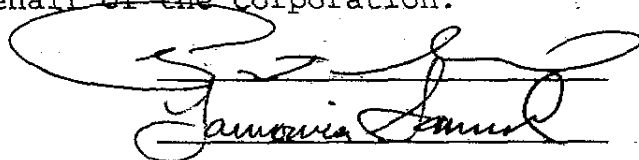
FURTHER RESOLVED that any officer mentioned above is authorized to endorse all notes, checks or drafts payable to the corporation and deposited to the credit of the account, or the endorsement may be made by rubber stamp or facsimile signature. The bank is authorized to honor, receive, certify or pay all instrument signed in accordance with this resolution even though drawn or endorsed to the order of any officer signing the same, payable to cash or bearer or in payment of the individual obligation of the officer, or for deposit to his personal account

and the bank shall not be required to be under any obligation to inquire as to the circumstances of the issuance or use of any instrument signed in accordance with this resolution or the application or disposition of the instrument or the proceeds thereof, and to execute individual trust receipts on the bank's form, binding upon the corporation.

FURTHER RESOLVED that the following persons are officers of the corporation in the capacities set forth and that as such are authorized to sign for and on behalf of the corporation.

President

Secretary/Treasurer

A handwritten signature in dark ink, appearing to be "James L. Smith", written over a horizontal line. The signature is stylized with a large, looping initial "J".