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WAIT

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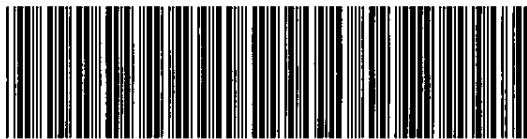
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(Business Entity Name)

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(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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02/22/08--01015--017 \*\*78.75

FILED  
08 MAR -4 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

280  
3/4

**SPECIALTY INSULATED PANEL SYSTEMS, INC.**  
6012 9th Avenue West  
Bradenton, Florida 34209  
Phone (941) 794-2570 / Fax (941) 794-1505

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February 19, 2008

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

Dear Sirs,

Enclosed are the articles of incorporation for "Specialty Insulated Panel Systems, Inc." and the Designation of Registered Agent. Please stamp and register these documents in your records.

Filing Fee	35.00
Registered Agent Designation Fee	35.00
Certified Copy Fee	8.75
<b>TOTAL</b>	<b>\$ 78.75</b>

Also enclosed is a check for \$78.75 to cover the Filing fee and the Registered agent fee as well as certified copies to be returned to the corporation at the below address.

**SPECIALTY INSULATED PANEL SYSTEMS, INC.**  
6012 9th Avenue West  
Bradenton, Florida 34209

We have filed for S-Corp (FORM 2553) status with the IRS!

**Our assigned Federal EIN is 26-1969499**

Sincerely,

  
\_\_\_\_\_, President  
Lee S. Martin III



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 25, 2008

LEE S. MARTIN III  
6012 9TH AVENUE WEST  
BRADENTON, FL 34209

SUBJECT: SPECIALTY INSULATED PANEL SYSTEMS, INC.  
Ref. Number: W08000009608

We have received your document for SPECIALTY INSULATED PANEL SYSTEMS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

Please return the corrected 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) 245-6962.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 508A00011542

## Articles of Incorporation

These Articles of Incorporation are adopted for the purpose of forming a corporation under the laws of the State of Florida Department of State as follows:

### Article I: Name

The name of the corporation shall be Specialty Insulated Panel Systems, Inc.. The principle place of business shall be 6012 9<sup>th</sup> Avenue West, Bradenton Florida 34209. The Mailing address is 6012 9<sup>th</sup> Avenue West, Bradenton Florida 34209 until and unless address is subsequently changed by the corporation.

### Article II: Commencement and Duration

The corporation shall commence its corporate existence on 1 March 2008 and shall exist perpetually thereafter until dissolved according to law.

### Article III: Purpose

The corporation is organized for the purpose of transacting any and all business permitted corporations under Florida law. This shall be a for Profit Corporation. The corporation shall provide building materials to builders, other companies, and the general public. The corporation may have several office locations and is not limited to the principle address.

### Article IV: Capitalization

The corporation shall have the authority to issue 1,000 shares of common stock with a par value of \$10.00 per share. The shares of stock may be issued for such consideration, having a value not less than the par value thereof, as is determined from time to time by the Board of Directors, to be paid in cash, in property, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration for such shares has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

### Article V: Directors

The corporation shall have an initial Board of three Directors. The number of Directors may thereafter be changed from time to time in accordance with the By-Laws of the corporation. The initial Directors shall hold office until election of successor Directors by the shareholders or until earlier resignation or removal in accordance with the By-Laws of the corporation and Florida law. The following persons shall be the initial Directors of the corporation:

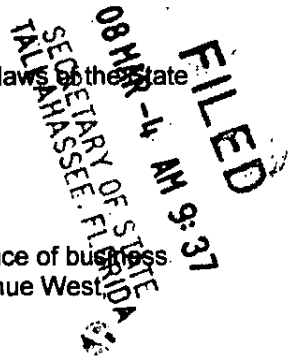
Lee S. Martin III, 6012 9<sup>th</sup> Avenue West, Bradenton Florida 34209  
Mary Gayle Martin, 6008 12<sup>th</sup> Avenue West, Bradenton Florida 34209  
Steve Lewis, 239 301 Boulevard East, Suite G, Bradenton Florida 34208

### Article VI: By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors; however, the Shareholders may also adopt, alter, amend or repeal By-Laws in which event the Shareholders may provide in any By-Law made by them that such By-Law shall not be altered, amended or repealed by the Directors.

### Article VII: Amendment

These Articles of Incorporation may be amended at any time by a vote of the Majority of the voting stock of the corporation then outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.



**Article VIII:**

The initial registered agent shall be Lee S. Martin III, 6012 9<sup>th</sup> Avenue West, Bradenton Florida 34209. Such registered office and agent may be changed by the corporation upon filing a proper notice of change with the Florida Department of State.

**Article IX: Preemptive Rights**

Each Shareholder of the corporation shall have the right to purchase shares and securities convertible into shares of any class, kind or series of stock in the corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of the corporation, in the ratio that the number of shares the Shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty days after receipt of a notice in writing from the corporation, stating the price, terms, and conditions of the issue of shares, and inviting the Shareholder to exercise such preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty days of receipt of notice from the corporation.

**Article X: Incorporator**

This corporation is being formed by Lee S. Martin III, 6012 9<sup>th</sup> Avenue West, Bradenton Florida 34209.

*In Witness Whereof*, I subscribe to these Articles of Incorporation on February 19, 2008.

A handwritten signature in black ink, appearing to read 'Lee S. Martin III', is written over a horizontal line.

Lee S. Martin III, President

**Acceptance of Appointment as Registered Agent**

**FILED**  
**08 MAR -4 AM 9:37**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

I, Lee S. Martin III, accept my appointment as Registered Agent for Specialty Insulated Panel Systems, Inc., and will maintain the registered office of the corporation in Manatee County, Florida at 6012 9<sup>th</sup> Avenue West, Bradenton, Florida 34209.

I am familiar with and accept the obligations imposed upon me as Registered Agent under Florida Law.

Dated: February 19, 2008.



\_\_\_\_\_  
Lee S. Martin III