TOMMY E. McPHERSON

ATTORNEY AT LAW

601 NEW WARRINGTON ROAD - PENSACOLA, FLA. 32506 TELEPHONE 453-9549 AREA CODE 904

195000011287 February 1, 1994

Department of State
Divisions of Corporations
The Capitol
Tallahassee, FL 32304

800001398888 -02/07/95--01026--019 -****122,50 | ****122,50

RE: GM INTERIOR & EXTERIOR SYSTEMS, INC.

Dear Sir or Madam:

We enclose the original and a copy of Articles of Incorporation for GM INTERIOR & EXTERIOR SYSTEMS, INC., and our checking the amount of \$122.50 computed as follows:

Please certify the copy of the articles and return it to my office at the address above. I appreciate your assistance in this matter.

Sincerely yours,

Tommy & McHerron Tommy E. McPherson

TEM/rm Enclosures

ARTICLES OF INCORPORATION

FILED

OF

95 FEB -6 PH 4: 30

SECRETARY OF STATE

GM INTERIOR & EXTERIOR SYSTEMS LINEASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is GM INTERIOR & EXTERIOR SYSTEMS, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

- 1. To provide commercial and residential construction and consulting.
- 2. To transact in any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue sixty (60) shares of common stock without par value.

ARTICLE FIVE

Every shareholder upon the sale for cash of any new stock of this corporation, of the same kind, class of series as that which he already holds, has the right to purchase his pro-rata share at the price at which it is offered to others. In the event that a shareholder desires to sell his shares in the company, he shall first offer the shares to the other shareholders in writing, at the existing market value.

ARTICLF SIX

The street address of the initial registered office of the corporation is 7215 Floyd Drive, Pensacola, Florida 32526, and the name of its initial registered agent at such address is GRADY MITCHELL. The mailing address is 7215 Floyd Drive, Pensacola, Florida 32526.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is Two. The name and address of the persons who are to serve the initial directors are:

GRDAY MITCHELL President

7215 Floyd Drive

Pensacola, Florida 32526

ETHRIDGE RONALD NEELY Vice President,

7020 Calle Cabeza DeVaca Navarre, Florida 32566

Secretary/Treasurer

ARTICLE EIGHT

The name and address of the incorporators are:

GRADY MITCHELL

7215 Floyd Drive

Pensacola, Florida 32526

ETHRIDGE RONALD NEELY

7020 Calle Cabeza DeVaca

Navarre, FL 32566

Executed by the undersigned at Pensacola, Escambia County, Florida, on this _____day of February, 1995.

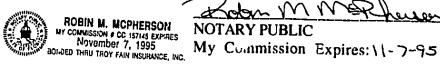
GRADY MITCHELL

ETHRIDGE RONALD NEELY

STATE OF FLORIDA COUNTY OF ESCAMBIA

Before me personally appeared GRADY MITCHELL and ETHRIDGE RONALD NEELY, to me well known and known to me to be the persons described in and who executed the foregoing instrument upon oath and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 154, day of February, 1995.



NOTARY PUBLIC

ACCEPTANCE BY RESIDENT AGENT

I CERTIFY THAT I am a permanent resident of Escambia County, Florida, doing business at the registered office at 7215 Floyd Drive, Pensacola, Florida 32526. I hereby accept the foregoing designation as Resident Agent..

Dated at Pensacola, Escambia County, Florida, on this 15 day of February, 1995.

RESIDENT AGENT