

David D. Bone, P.A.
Attorney at Law

P950000119/2

766 Hudson Avenue, Suite B
Sarasota, Florida 34236

(813) 363-0969
(813) 951-0356 Fax

February 9, 1995

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000001403860
-02/10/95--01116--012
****122.50 ****122.50

Re: Incorporation of SOUTHERN INSULATION, INC.

Gentlemen:

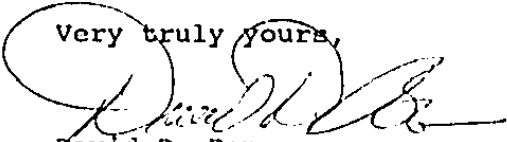
Enclosed herewith please find the following:

1. Original and copy of the Articles of Incorporation of the above captioned corporation.
2. Our firm check in the amount of \$122.50, which represents the following:

Filing Fee:	\$35.00
Certified copy of charter:	52.50
Registered Agent fee:	35.00

We would appreciate your issuance of the corporate charter and the return of a certified copy to the above address at your earliest convenience. Thank you.

Very truly yours,


David D. Bone

ddb:nre
Enclosures
crp-fm\lctcor.bur

2/15/95
DB

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
50 FEB 10 AM 1995

ARTICLES OF INCORPORATION
OF
SOUTHERN INSULATION, INC.

RECORDED
INDEXED
AUG 31 1967
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Southern Insulation, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Division of Corporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for any legal purpose permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 500 shares of common stock of \$1.00 par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following

Articles Of Incorporation Of Southern Insulation, Inc.

Legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: Dennis & Melanize Graves, 746 Siesta Key Circle, Sarasota, Fl 34242.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 746 Siesta Key Circle, Sarasota, Fl. 34242.

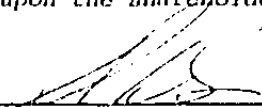
The name of the individual who shall serve as this corporation's initial registered agent at that address is: Dennis Graves.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Dennis Graves, 746 Siesta Key Circle, Sarasota, Fl. 34242.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Dennis Graves - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Southern Insulation, Inc. I hereby state that I am familiar

Articles Of Incorporation Of Southern Insulation, Inc.

with and accept the duties and responsibilities as registered agent of Southern Insulation, Inc.

[Signature]
Dennis Graven - Registered Agent

State Of Florida
County Of Sarasota

On February 1, 1996, Dennis Graven, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Southern Insulation, Inc.

[Signature]
Notary Public

[Signature]
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)



GLORIA J. SCHWAB
MY COMMISSION # CC 222381 EXPIRES
September 1, 1996
BONDED THRU TROY FARM INSURANCE, INC

RECORDED
SEP 19 11:10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000011912

David D. Bone, P.A.
Attorney at Law

766 Hudson Avenue, Suite B
Sarasota, Florida 34230

(813) 365 0969
(813) 951 0130 Fax

March 20, 1995

FILED
95 MAR 24 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amendment to Articles of Incorporation
of SOUTHERN INSULATION, INC.

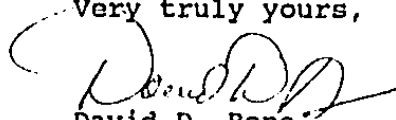
Gentlemen:

Enclosed herewith please find the following:

1. Original and copy of an Amendment to the Articles of Incorporation in connection with the above captioned corporation.
2. Our firm check in the amount of \$87.50, which represents the filing fee for the Amendment of \$35.00 and certified copy fee of \$52.50.

We would appreciate your issuance of an Amendment to the corporate charter, and the return of a certified copy to the above address at your earliest convenience. Thank you.

Very truly yours,


David D. Bone

ddb:gjs
Enclosures
corp-frm\filling.cnd


Blavie GAVE

800001439728
-03/24/95--01118--007
*****87.50 *****87.50

AUTHORIZATION BY PHONE TO
Add officers title
CORRECT

DATE 4/4/95

DOC. EXAM. VB

1/2
4/4


ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
SOUTHERN INSULATION, INC.

FILED
95 MAR 24 AM 11:58
SECURITY OFFICIAL
TALLAHASSEE FLORIDA

The undersigned, as the officer the corporation authorized to execute this document, hereby certifies as follows:

At a special joint meeting of the Board Of Directors and the shareholders of this corporation, called and held according to the applicable provisions of the laws of Florida and this corporation's bylaws, on March 20, 1995, at which meeting all of the members of the Board Of Directors and all of the stockholders of record holding a majority of the issued and outstanding stock in this corporation were present, and the following resolution was unanimously adopted:

It is hereby resolved, by the Board Of Directors and the shareholders of Southern Insulation, Inc., that the said Board Of Directors and shareholders deem it advisable, and hereby declare it to be advisable that the Articles Of Incorporation of Southern Insulation, Inc. be amended to change the corporate name from Southern Insulation, Inc. to C & B Enterprises Corp. of Manatee.

In witness whereof, these Articles Of Amendment are being executed and filed, by the authorized corporate officer, on behalf of Southern Insulation, Inc..




Corporate Officer

Dennis W. GRAVES
(Corporate Officer - Printed Or Typed Name)
President

State Of Florida
County Of Sarasota

On March 20 1995, the above named corporate officer of Southern Insulation, Inc., who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Amendment To The Articles Of Incorporation Of Southern Insulation, Inc..



Notary Public

David D. Bone
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

