

P95000041264

May 8, 1995

Corporate Division
Secretary of State
Carlton Building
Tallahassee, FL 32304

100001496421
-05/23/95--01053--0181
*****70.00 *****70.00

RE: Wallboard Constuction Systems, Inc.


Gentlemen:

Enclosed is a check in the amount of \$ 70.00 regarding the incorporation of the above named company:

Filing Fee	\$ 35.00
Registered Agent Fee	<u>35.00</u>
Total	\$ 70.00

Also enclosed is a copy of the Articles of Incorporation.

Very truly yours,


Edward Reynolds

5/25

ARTICLES OF INCORPORATION
OF
WALLBOARD CONSTRUCTION SYSTEMS, INC.

FILED
JULY 22 1980
CLERK OF THE COURT
STATE OF FLORIDA
MIAMI COUNTY

ARTICLE I - NAME

The name of the corporation is
WALLBOARD CONSTRUCTION SYSTEMS, INC.
and the principal office address is
10651 N. KENDALL DRIVE, SUITE 206
MIAMI, FLORIDA 33176

ARTICLE II - DURATION

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles or if these articles should not be filed within five days of execution, then upon filing with the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of FIVE DOLLARS (\$5.00) Par value common stock which shall be designated "Common Shares".

ARTICLE V - RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Dividends.

The directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this corporation, the holders of record of the outstanding common shares shall be entitled to rateable distribution of the remaining assets.

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

10651 N. KENDALL DRIVE, SUITE 206
MIAMI, FLORIDA 33176

and the name of the initial registered agent of this corporation at that address is:

EDWARD REYNOLDS

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

EDWARD REYNOLDS
10651 N. KENDALL DRIVE, SUITE 206
MIAMI, FLORIDA 33176

ARTICLE IX - INCORPORATOR

This name and address of the person signing these articles is

EDWARD REYNOLDS
10651 N. KENDALL DRIVE, SUITE 206
MIAMI, FLORIDA 33176

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

ARTICLE XII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIV - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XV - DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XVI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS THEREOF, the undersigned subscriber has executed these articles of incorporation the 16 day of May, 1995.

A handwritten signature in black ink, appearing to read "Edward Reynolds", written over a horizontal line.

EDWARD REYNOLDS

STATE OF FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING THE AGENT UPON**

95 MAY 22 PM 3:51
ALLIANCE STATE
CLERK OF COURT

WHOM PROCESS MAY BE SERVED


In pursuance with Chapter 607.034, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That WALLBOARD CONSTRUCTION SYSTEMS, INC.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation located in Princeton, State of Florida, has named EDWARD REYNOLDS its agent to accept service of process within this State.

ACCEPTANCE

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said act relative to keeping open said office.


EDWARD REYNOLDS

STATE OF FLORIDA)

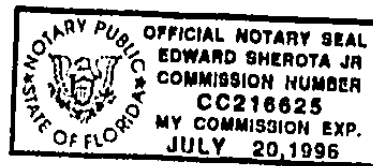
COUNTY OF DADE)

95 MAY 22 PM 3:17
NOTARY PUBLIC
STATE OF FLORIDA

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared EDWARD REYNOLDS known to me and known by me to be the person who executed the foregoing articles of Incorporation, and he acknowledged before me that he executed those articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, in the state and county aforesaid, this 16 day of may, 1995.

Edward Sherota Jr
Notary Public, State of Florida at Large



P95000041264

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

300001553093
-08/04/95--01016--003
*****35.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Wallboard Construction Systems, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time 2:30

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <u>restatement</u>
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
95 AUG -8 PM 12:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5/9
Joy
Restated
Articles.

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 4, 1995

AMERILAWYER

CORAL GABLES, FL

SUBJECT: WALLBOARD CONSTRUCTION SYSTEMS, INC.
Ref. Number: P95000041264

We have received your document for WALLBOARD CONSTRUCTION SYSTEMS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return 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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 595A00036737

**RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
WALLBOARD CONSTRUCTION SYSTEMS, INC.**

FILED
95 AUG -8 PM 12:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned President of WALLBOARD CONSTRUCTION SYSTEMS, INC. executes these Restatement of Articles of Incorporation of WALLBOARD CONSTRUCTION SYSTEMS, INC. pursuant to Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **WALLBOARD CONSTRUCTION SYSTEMS, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1065 Northeast 125 Street, Suite 319, North Miami, Florida 33161 and the mailing address is the same.

ARTICLE 4 - ADOPTION

These Restatement of Articles of Incorporation were adopted on July 26, 1995, and the number of votes cast by the Shareholders for the Amendment of the Restated Articles of Incorporation was sufficient for approval. Only one voting group of Shareholders was entitled to vote thereon.



ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	John C. McKeon
Secretary:	John C. McKeon
Treasurer:	John C. McKeon

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

John C. McKeon

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED (100)** shares of common stock, each share having the par value of **FIVE DOLLARS (\$5.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Restated Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 12 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 - EFFECTIVE DATE

These Restatement of Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.



ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restatement of Articles of Incorporation, or in any amendment hereto, or to add any provision to these Restatement of Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Restatement of Articles of Incorporation or any amendment hereto are granted subject to this reservation.

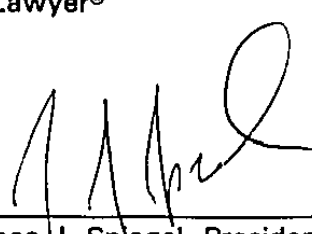
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Restatement of Articles of Incorporation under the laws of the State of Florida, this 27 July 1995.


John C. McKeon, President

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN RESTATEMENT OF ARTICLES OF INCORPORATION

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Restatement of Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,
Chartered doing business as
AmeriLawyer®

By: 
Lawrence J. Spiegel, President

RE ART10C

