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June 1995

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

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-06/19/95--01023--024
***122.50 ***122.50

RE: New incorporation of: Downunder Drywall, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation and Certificate Designating Resident Agent for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover filing fees and costs of certified copy of the Articles to be returned after filing.

Thank you for your attention to this matter.

Sincerely,

Nancy Gunn

Nancy Gunn
Legal Assistant to
Charles A. Medearis

/ng

encl: articles w/copy

8/17
6/21/95

ARTICLES OF INCORPORATION
OF
DOWNUNDER DRYWALL, INC.

The undersigned, subscribers to these ARTICLES OF INCORPORATION, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE 1
NAME

The name of the corporation shall be: Downunder Drywall, Inc., 11442 137th Street No., #208A, Seminole, FL 34642.

ARTICLE 2
TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE 3
NATURE OF BUSINESS

The corporation is organized for the general purposes of:

1. To engage in the business drywall installation.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or are necessary or desirable in order to accomplish

the foregoing.

ARTICLE 4
CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100 shares. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE 5
ADDRESS

The street address of the initial registered office of the corporation is 11442 137th Street No., #208A, Largo, Florida 34644, and the name of its initial registered agent is Robert M. Romano.

ARTICLE 6
DIRECTORS

The number of directors constituting the initial BOARD OF DIRECTORS of the corporation is Two.

The name and address of each person who is to serve as a member of the initial BOARD OF DIRECTORS is:

NAME

ADDRESS

President/Vice President
Robert M Romano

11442 137th Street No #208A
Largo, FL 34644

Secretary/Treasurer
Carmella Romano

11079 Bella Loma Dr
Largo, FL 34644

ARTICLE 7
INCORPORATORS

The name and address of each INCORPORATOR is:

NAME OF INCORPORATOR	ADDRESS OF INCORPORATOR
Robert M Romano	11442 137th Street N #208A Largo, FL 34644

ARTICLE 8
PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive the rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the ARTICLES OF INCORPORATION as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class, or to which is attached or pertinent any warrant or other instrument conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class.

ARTICLE 9
INDEMNIFICATION

1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and or reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of

liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of stockholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

2. The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent

determination that such director, officer, employee, or agent met any appropriate standard of conduct.

3. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

4. In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of stockholders.

5. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders, the corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE 10
STOCK TRANSFERS
CORPORATION'S RIGHT OF FIRST REFUSAL

No stockholder shall have the right to sell, assign,

pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

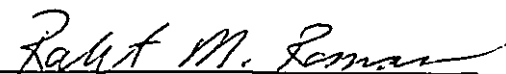
On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend:

"THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."

ARTICLE 11
EFFECTIVE DATE OF INCORPORATION

The effective date of incorporation shall be the earliest date allowed by law.

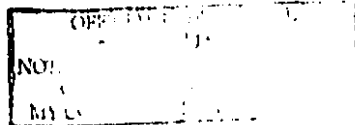

Robert M Romano, Incorporator

STATE OF FLORIDA)

COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ROBERT M ROMANO, to me well known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at ST. PETERSBURG in the County of PINELLAS, and State of Florida, this 30th day of May, 1995.



Ruthy J. Clark
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires: 7/16/98

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND
NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That DOWNUNDER DRYWALL, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION, at the City of Seminole, County of Pinellas, State of Florida, has named ROBERT M ROMANO as its Registered Agent and its Registered Office is at 11442 137th Street No. ^{#208A} Largo, FL 34644 to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Robert M Romano
Robert M Romano, Registered Agent