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NOE & GOODY
ATTORNEYS AND COUNSELORS AT LAW
999 ATLANTIC BOULEVARD
SUITE 6
ATLANTIC BEACH, FLORIDA 32211

WILLIAM G. NOE, JR.
ALAN MICHAEL GOODY
TELEPHONE

TELEPHONE 904/247-2241
FACSIMILE 904/247-1582

September 6, 1995

SECRET
09/12/95 01118 001
****122.50 ****122.50

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

RE: ALL AMERICAN PANEL, INC.

Dear Sirs:

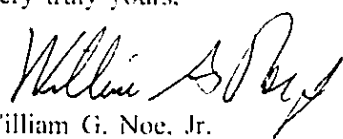
I am enclosing herewith an original and one copy of the articles of Incorporation of ALL AMERICAN PANEL, INC. I am also enclosing herewith my check in the amount of \$22.50 for the following fees:

SECRET
09 SEP 19 1995
TALLAHASSEE, FLORIDA

Filing fee	\$35.00
Certified Copy	52.50
Registered Agent	<u>35.00</u>
TOTAL	\$122.50

Please return a certified copy to the undersigned. Thank you for your cooperation in this matter.

Very truly yours,


William G. Noe, Jr.
WGN/sb

9/13/95


Enclosures

CERTIFICATE OF INCORPORATION
OF
ALL AMERICAN PANEL, INC.

RECORDED
ALL AMERICAN PANEL, INC.
SEP 12 11 58 AM '11
FLORIDA

I, THE UNDERSIGNED, HEREBY ASSOCIATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION OF A CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE: ALL AMERICAN PANEL, INC.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS AS FOLLOWS:

TO DO ALL THINGS WHICH ARE AUTHORIZED TO BE DONE BY CORPORATIONS ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS TEN THOUSAND SHARES (10,000). SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF TEN CENTS (\$.10) PER SHARE.

ALL OF SAID STOCK SHALL BE PAYABLE IN CASH, PROPERTY, LABOR OR SERVICES AT A JUST VALUATION TO BE FIXED BY THE BOARD OF

DIRECTORS OF INCORPORATORS, AT A MEETING CALLED FOR THAT PURPOSE.

ARTICLE IV

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE V

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE 1409 KINGSLEY AVENUE, SUITE 7A, ORANGE PARK, FLORIDA 32073-4532. THE MAILING ADDRESS OF THIS CORPORATION SHALL BE 1409 KINGSLEY AVENUE, SUITE 7A, ORANGE PARK, FLORIDA 32073-4532.

ARTICLE VI

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE NOT LESS THAN ONE NOR MORE THAN FIVE.

ARTICLE VII

THE NAMES AND STREET ADDRESSES OF THE FIRST BOARD OF DIRECTORS WHO, SUBJECT TO THE PROVISIONS OF THIS CERTIFICATE OF INCORPORATION, THE BY-LAWS AND LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, ARE AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM G. NOE, JR.	599 ATLANTIC BOULEVARD, SUITE 6 ATLANTIC BEACH, FLORIDA 32233
CHARLENE NEELY	2601 MAYPORT ROAD ATLANTIC BEACH, FLORIDA 32233

ARTICLE VIII

THE NAME AND STREET ADDRESS OF THE OFFICERS OF THIS CORPORATION, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, ARE AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
CHARLENE NEELY PRESIDENT	2601 MAYPORT ROAD ATLANTIC BEACH, FLORIDA 32233
WILLIAM G. NOE, JR. VICE PRESIDENT, SECRETARY AND TREASURER	599 ATLANTIC BOULEVARD, SUITE 6 ATLANTIC BEACH, FLORIDA 32233

ARTICLE IX

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER TO THIS CERTIFICATE OF INCORPORATION IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM G. NOE, JR.	599 ATLANTIC BOULEVARD, SUITE 6 ATLANTIC BEACH, FLORIDA 32233

ARTICLE X

THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT OF THIS CORPORATION AND OF THE REGISTERED OFFICE IS:

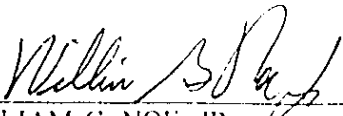
<u>NAME</u>	<u>ADDRESS</u>
WILLIAM G. NOE, JR.	599 ATLANTIC BOULEVARD, SUITE 6 ATLANTIC BEACH, FLORIDA 32233

ARTICLE XI

THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED BY A PRESIDENT, ONE OR MORE VICE-PRESIDENTS, A SECRETARY AND A TREASURER, AND SUCH ASSISTANTS AS THE BOARD OF DIRECTORS MAY FROM

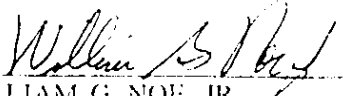
TIME TO TIME PROVIDE FOR, AND ANY PERSON MAY HOLD TWO OR MORE OF SUCH OFFICES. WHEN STOCKHOLDERS WHO HOLD A MAJORITY OF THE STOCK SHALL BE PRESENT AT A MEETING OF THIS CORPORATION, HOWEVER CALLED OR NOTIFIED, AND SHALL SIGN A WRITTEN CONSENT THERETO ON THE RECORD OF THE MEETING, THE ACTS OF SUCH MEETING SHALL BE AS VALID AS IF LEGALLY CALLED AND NOTIFIED. THIS CORPORATION MAY PRESCRIBE AND MAKE SUCH OTHER PROVISIONS BY PROPER BY-LAWS AS THE CORPORATION MAY DESIRE FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION, AND ANY PROVISION CREATING, DIVIDING, LIMITING, AND REGULATING THE POWERS OF THE CORPORATION, THE DIRECTORS AND STOCKHOLDERS, INCLUDING PROVISIONS GOVERNING THE ISSUANCE OF STOCK CERTIFICATES TO REPLACE LOST OR DESTROYED STOCK CERTIFICATES; PROVIDED SUCH PROVISIONS ARE NOT CONTRARY TO THE LAWS OF THE STATE OF FLORIDA.

IN WITNESS WHEREOF, THE SUBSCRIBER AND INCORPORATOR HAS
HEREUNTO SET HIS HAND AND SEAL THIS 6TH. DAY OF SEPTEMBER, 1995.



WILLIAM G. NOE, JR.
REGISTERED AGENT AND
SUBSCRIBER

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT OF ALL AMERICAN PANEL, INC.



WILLIAM G. NOE, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME THIS DAY PERSONALLY APPEARED WILLIAM G. NOE, JR. TO ME WELL KNOWN, AND KNOWN TO ME TO BE THE PERSON NAMED AS REGISTERED AGENT AND INCORPORATOR WHO SUBSCRIBED HIS NAME TO THE FOREGOING CERTIFICATE OF INCORPORATION OF ALL AMERICAN PANTRY, INC.; AND WHO ACKNOWLEDGED TO AND BEFORE ME THAT HE SUBSCRIBED HIS NAME TO SAID CERTIFICATE OF INCORPORATION AS THE REGISTERED AGENT AND INCORPORATOR TO THE STOCK OF SAID CORPORATION, FREELY AND VOLUNTARILY FOR THE USES AND PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL AT ATLANTIC BEACH, FLORIDA, DUVAL COUNTY, FLORIDA, THIS 6TH DAY OF SEPTEMBER, 1995.

Debra A. Tomlin
NOTARY PUBLIC
PRINTED NAME: DEBRA A. TOMLIN
MY COMMISSION EXPIRES: _____

