

Jeffrey Grainger, Attorney at Law

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September 22, 1995

Hon. Sandra B. Mortham
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

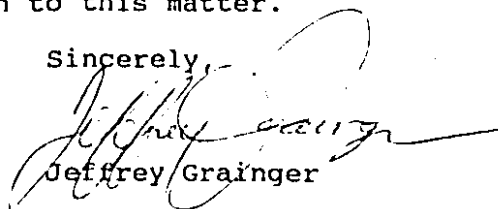
re: Mandarin Trim, Inc. Articles of Incorporation

Dear Secretary of State:

Enclosed please find my check in the amount of \$122.50 for filing fees and the original Articles of Incorporation for Mandarin Trim, Inc. Please file the corporation and return to me at your earliest convenience.

Thank you for your attention to this matter.

Sincerely,



Jeffrey Grainger

JG/tm
Enclosures

CC: Robert A. Shipes

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ARTICLES OF INCORPORATION
OF
MANDARIN TRIM, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person, competent to contract, and hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be MANDARIN TRIM, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

(a) To residential construction.

(b) To buy, sell, mortgage, exchange, lease or hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

(c) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, corporation, private, public or municipal body politic under the government of the United States or any state, territory, or possession thereof, or any foreign government as far as to the extent that the same may be done and performed by the corporation organized under the Stock Corporation Law of this State.

(d) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of the corporate indebtedness as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform, and carry out

contracts and agreements of every kind, for any lawful purpose without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purpose of this corporation, or calculated to facilitate the same.

(i) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) To engage in any and all lawful business, trades, occupations and professions.

(k) To do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

(l) To have and exercise all the powers and rights conferred by the laws of the State of Florida upon corporations of this kind, and to do each and every thing necessary, suitable or proper for the accomplishment of any of the purpose for the attainment of any one or more of the objects or powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection

hereinabove set forth, to the same extent as any natural person might or could do.

The intention is that none of the objects or powers as hereinabove set forth, except where otherwise specified in this Article, shall be anywise limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having the par value of one dollar (\$1.00), currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV - PRE-EMPTIVE 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 as 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 V - TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the original registered office of this corporation shall be 211 N. Liberty Street, Suite 3, Jacksonville, Florida 32202 and the name of the initial registered agent of this corporation at that address is Jeffrey Grainger.

ARTICLES VII -DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the by-laws, but the number of directors shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified are as follows:

Robert A. Shipes, 5393 Julington Creek Road,
Jacksonville, Florida 32258

The people named as directors of the corporation are of full age and residents of the United States.

ARTICLE IX - INITIAL OFFICERS

The corporation's initial officers shall be as follows:

NAME	OFFICE
Robert A. Shipes	President
David M. Shipes	Vice President

Jerry D. Carr

Secretary

Robert A. Shipes

Treasurer

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Robert A. Shipes, 5393 Julington Creek Road, Jacksonville, Florida 32258.

ARTICLE XI - BY-LAWS

The initial by-laws of the corporation shall be adopted by the Board of Directors at the organizational meeting; thereafter the power to adopt, alter, amend or repeal the by-laws shall be vested in the shareholders of the corporation.

ARTICLE XII - POWERS

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

ARTICLE XIII - COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of the corporation.

ARTICLE XIV - SUBSCRIBER

NAME	ADDRESS	SHARES
Robert A. Shipes	5393 Julington Creek Rd. Jacksonville, FL 32258	100

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by

the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI - PRINCIPAL OFFICE

The principal office of this corporation shall be 5393 Julington Creek Road, Jacksonville, Florida 32258.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 2nd day of September, 1995.

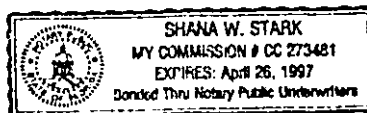
Robert A. Shipes (SEAL)
ROBERT A. SHIPES

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 2nd day of September, 1995, by Robert A. Shipes, who is () personally known to me or who has (X) produced S120-76170-175-0 as identification.

NOTARY PUBLIC

sign Shana W. Stark
print Shana W. Stark
Commission No. _____



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

MANDARIN TRIM, INC.

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

First - That Mandarin Trim, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named JEFFREY GRAINGER, located at 211 N. Liberty Street, Suite 3, Jacksonville, Florida 32202 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


JEFFREY GRAINGER
as Registered Agent

95 SEP 25 AM 11:28

FILED