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ROBERT H. KOCH

Reply To: Port Charlotte

March 12, 1996

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

500001745505
-03/15/96--01122--002
*****122.50 *****122.50

Re: GARROD WALL SYSTEMS, INC.

To The Clerk:

With respect to the above-referenced Corporation, enclosed for filing by you are Articles of Incorporation of same. Also enclosed is my check for \$122.50 to cover the necessary filing fees.

If you have any questions in this regard, please do not hesitate to contact my office at the above number and address. Thank you for your prompt attention in this matter.

Sincerely,

Robert F. Koch

ROBERT F. KOCH
BATSEL, MCKINLEY, ITTERSAGEN,
GUNDERSON & BERNTSSON, P.A.

RFK/bo
Enclosures

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FILED
96 MAR 15 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GARROD WALL SYSTEMS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Florida law, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is GARROD WALL SYSTEMS, INC. The address of the company is 23415 Janice Avenue, Charlotte Harbor, Florida 33980.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under Florida law.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 10,000, all of which shall be common shares of no par value. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE V - PREEMPTIVE RIGHTS

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 primary stockholders and then to the corporation at the fair market value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent registered or certified mail to the stockholders of the corporation and then to the corporation's principal place of business; and shall remain open for acceptance for a period of thirty (30) days from the date of mailing. If the stockholders and the corporation fail or refuse 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.

Upon the death of the stockholder, the aforementioned provisions shall be binding upon the heirs, beneficiaries, 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 the articles is on file at the principal office of the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be: 18401 Murdock Circle, Port Charlotte, Florida 33948, and the name of the initial registered agent is Batsel, McKinley, Ittersagen & Gunderson & Berntsson, P.A.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of one (1) member.

The names and addresses of the first Board of Directors are:

BRENT A. GARROD

64 Rio Cuarto Street
Punta Gorda, FL 33983

ARTICLE VIII - INCORPORATORS

The names and address of the incorporator is:

BRENT A. GARROD

64 Rio Cuarto Street
Punta Gorda, FL 33983

ARTICLE IX - BY-LAWS

The power to make, alter, amend, and repeal the By-laws of the corporation shall be reserved to the stockholders of the corporation.

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, we have subscribed our names this
12th day of March, 1996.

Brent A. Garrod
BRENT A. GARROD

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared BRENT A. GARROD, who did take an oath and execute the foregoing instrument and who acknowledged before me that he executed the same.

WITNESS my hand and seal in the County and State last aforesaid this 12th day of March, 1996.

(Affix Seal)



BRENDA L. OSTER
MY COMMISSION # CC442838 EXPIRES
March 18, 1999
DONOR: THE TROY FAIR INSURANCE, INC.

Brenda L. Oster
NOTARY PUBLIC
Type of Identification Provided:
Personally Known as a Notary

ACCEPTANCE BY REGISTERED AGENT

FILED

96 MAR 15 AM 8:32

I, Robert F. Koch, a duly authorized Officer of Batsel, McKinley, Ittersagen, Gunderson & Berntsson, P.A., do on behalf of said company accept the appointment as Registered Agent.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

BATSEL, MCKINLEY, ITTERSAGEN,
GUNDERSON & BERNTSSON, P.A.

By: Robert F. Koch
ROBERT F. KOCH