

P96000027353

MARK FRANZONI
OFFICE XPRESS
1511-B PENMAN RD.
JACKSONVILLE BEACH, FL 32250

March 18, 1996

Hon. Sandra B. Mortham
ATT: Corporate Records
P.O. Box 6327
Tallahassee, FL 32314

FILED
MAR 22 PM 1:26
TALLAHASSEE, FL
800001754509
-03/22/96--01076--001
****122.50 ****122.50

RE: COMMERCIAL WALLCOVERING INSTALLATIONS, INC.

800001754578
-03/22/96--01076--001
*****70.00 *****70.00

Dear Madam:

Enclosed please find the original Articles of Incorporation for the above referenced corporation.

Also, please find a check in the amount of \$70.00 for filing of same. Your assistance in this matter is greatly appreciated.

Yours truly,



Mark Franzoni

D. BROWN MAR 28 1996

ARTICLES OF INCORPORATION
OF
COMMERCIAL WALLCOVERING INSTALLATIONS, INC.

FILED
MAR 22 PM 1:26
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:
COMMERCIAL WALLCOVERING INSTALLATIONS, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be:
1939 FRANKLIN ST., JACKSONVILLE, FL 32202

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE V - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 100 shares of ONE DOLLAR (\$1.00) par value common stock which will be designated as "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 at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of this Corporation shall be:

CAROLINE NOYES
1939 FRANKLIN ST.
JACKSONVILLE, FL 32202

ARTICLE VIII - BOARD OF DIRECTORS

This Corporation shall have no directors, initially. The affairs of the Corporation will be managed by the shareholders until such time directors are designated as provided by the Bylaws.

ARTICLE IX - INCORPORATORS

The name and address of the Incorporator signing these Articles is:

CAROLINE NOYES
1939 FRANKLIN ST.
JACKSONVILLE, FL 32202

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or appeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 10th day of March, 1996.

Caroline Noyes
CAROLINE NOYES

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared CAROLINE NOYES, known to be 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 set my hand and seal in the State and County above, this 18 day of 3, 1996.

Cynthia M. Burnsed

NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:



CYNTHIA M. BURNSED
Notary Public, State of Florida
My Comm. Exp. Sept. 11, 1998
Comm. No. CC 40515J

IO FI Driver A200-11829-730
314 DOB 6/30/29

CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
95 MAR 22 PM 1:26
TALLAHASSEE FLORIDA

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that COMMERCIAL WALLCOVERING INSTALLATIONS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1939 FRANKLIN ST., JACKSONVILLE, FL 32202, has named CAROLINE NOYES as its agent to accept service of process within Florida.

Dated: March 18, 1996

Caroline Noyes
CAROLINE NOYES

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Caroline Noyes
CAROLINE NOYES
Registered Agent

P96000027353

GROSSE & TRITT
ATTORNEYS AT LAW
2222 PARK STREET
JACKSONVILLE, FLORIDA 32204

A BARRY GROSSE
ARNOLD D TRITT, JR.
GREG T FOIHAN

*ALSO MEMBER OF GEORGIA BAR

TELEPHONE
904/387-2744
FACSIMILE
904/387-2700

February 17, 1997

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

500002093965--3
-02/21/97--01018--005
*****35.00 *****35.00

Re: Commercial Wall Covering Installations, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the articles of amendment for the above-named Florida corporation. Also enclosed is a check in the amount of \$35.00, representing the fees for filing and letter of verification.

Thank you for your assistance in this matter.

Sincerely,


A. Barry Grosse

SH 3/4
Amend.

FILED
97 MAR -3 PM 8:26
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1997

A. Barry Grosse
Grosso & Tritt
2222 Park St.
Jacksonville, FL 32204

SUBJECT: COMMERCIAL WALLCOVERING INSTALLATIONS, INC.
Ref. Number: P96000027353

We have received your document for COMMERCIAL WALLCOVERING INSTALLATIONS, 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):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 897A00009539

GROSSE & TRITT

A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
2222 PARK STREET
JACKSONVILLE, FLORIDA 32204

A BARRY GROSSE
ARNOLD D. TRITT, JR.*
GREG T. FORNAN

*ALSO MEMBER OF GEORGIA BAR

TELEPHONE
904/387-2744
FACSIMILE
904/387-2769

February 26, 1997

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

Re: Commercial Wallcovering Installations, Inc.

Dear Sir or Madam:

We are returning the enclosed original and copy of the articles of amendment for the above-named Florida corporation. Your office returned these documents to us because the name of the corporation had been misspelled. We have corrected this error throughout the document per your instructions. Also enclosed is a copy of your letter acknowledging receipt of our check for \$35.00 and directing us to return the documents to you within 60 days.

Please feel free to contact me via telephone if you have any questions or comments concerning the above. Thank you for your assistance in this matter.

Sincerely,



A. Barry Grosse

ARTICLES OF AMENDMENT

OF

Commercial Wallcovering Installations, Inc.

FILED
57117-3 121 8:05
CLERK OF DISTRICT COURT
JANUARY 1966

The Articles of Incorporation of Commercial Wallcovering Installations, Inc., (the "Corporation") are hereby amended by majority vote of the Board of Directors, before issuance of any shares as follows:

Article I is amended to read:

**ARTICLE I.
NAME**

The name of this corporation is: Commercial Wallcovering Installations, Inc.

Article II is amended to read:

**ARTICLE II.
NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is: To engage in any business or activity permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise to dispose of real and personal property, including franchises, patents, copy rights, trademarks and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

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

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 rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted in this type of corporation under Florida law, and all powers subsequently authorized or granted by law to provide corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

Article III is amended to read:

**ARTICLE III.
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **10,000** shares of voting Common Stock of par value of **\$0.01** per share.

Article IV is amended to read:

**ARTICLE IV.
INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is **\$100.00**.

Article V is amended to read:

**ARTICLE V.
TERM OF EXISTENCE**

This corporation is to have perpetual existence. Corporate existence shall commence effective with the filing of these Articles with the Secretary of State.

Article VI is amended to read:

**ARTICLE VI.
ADDRESS**

The initial address of the principal office of this corporation in the State of Florida is **1939 Franklin Street, Jacksonville, Florida 32206**. The Board of Directors may from time to time move the principal office to any other address in Florida.

Article VII is amended to read:

**ARTICLE VII.
DIRECTORS**

This corporation shall have four (4) Directors, initially. The number of Directors may be increased or decreased from time to time in accordance with the by-laws adopted by the Stockholders, but shall never be less than one.

Article VIII is amended to read:

**ARTICLE VIII.
INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors are:

	<u>Name</u>	<u>Address</u>
1.	Caroline Noyes	1939 Franklin Street, Jacksonville, Florida 32206
2.	William Austin Marsh, Jr.	1939 Franklin Street, Jacksonville, Florida 32206
3.	William Austin Marsh, III	1939 Franklin Street, Jacksonville, Florida 32206
4.	Kim Marsh Simms	1939 Franklin Street, Jacksonville, Florida 32206

Article IX is amended to read:

**ARTICLE IX.
INCORPORATOR**

The name and post office address of the sole incorporator of the corporation is as follows:


<u>Name</u>	<u>Address</u>
Caroline Noyes	1939 Franklin Street, Jacksonville, Florida 32206

Article X is amended to read:

**ARTICLE X.
REGISTERED AGENT**

The name of the initial registered agent of this corporation upon whom service of process may be made is **Caroline Noyes**, whose address is **1939 Franklin Street, Jacksonville, Florida 32206..**

I hereby accept the designation of Registered Agent.


Caroline Noyes

Article XI is amended to read:

ARTICLE XI.
POWERS OF DIRECTORS

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the board of directors in respect of such matters.

In accordance with the provisions of Florida Statutes, to designate from among its members an Executive Committee which shall have and may exercise all the authority of the Board of directors, except as limited by applicable statutory provisions.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at the stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the corporation, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

The corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both stockholders and directors shall have power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the board of directors.

Article XII is added, reading as follows:

**ARTICLE XII.
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote hereon.

The undersigned having executed these Articles of Amendment this 18th day of September, 1996.

Caroline Noyes
Caroline Noyes

William (Austin) Marsh, Jr.
William Austin Marsh, Jr.

William A. Marsh, III
William Austin Marsh, III

Kim Marsh-Sims
Kim Marsh-Sims

STATE OF FLORIDA }
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this 18th day of September, 1996, by Caroline Noyes, who is personally known to me (or who has produced F.B.I. # 200-119-21-780-0 as identification) and who did take an oath.

Alan Barry Grosse
STATE OF FLORIDA/NOTARY PUBLIC
PRINTED NAME: Alan Barry Grosse
MY COMMISSION EXPIRES:



ALAN BARRY GROSSE
MY COMMISSION # CC326104 EXPIRES
October 25, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this 18th day of September, 1996, by William Austin Marsh, Jr., who is personally known to me (or who has produced FL DL #620921-37-025-0 as identification) and who did take an oath.

Alan Barry Grosse
STATE OF FLORIDA/NOTARY PUBLIC
PRINTED NAME: Alan Barry Grosse
MY COMMISSION EXPIRES:



ALAN BARRY GROSSE
MY COMMISSION # CC328104 EXPIRES
October 25, 1997
BONDED THRU TROY FARM INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this 18th day of September, 1996, by William Austin Marsh, III, who is personally known to me (or who has produced FL DL #620921-60-044-0 as identification) and who did take an oath.

Alan Barry Grosse
STATE OF FLORIDA/NOTARY PUBLIC
PRINTED NAME: Alan Barry Grosse
MY COMMISSION EXPIRES:



ALAN BARRY GROSSE
MY COMMISSION # CC328104 EXPIRES
October 25, 1997
BONDED THRU TROY FARM INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this 18th day of September, 1996, by Kim Marsh-Sims, who is personally known to me (or who has produced MG20-510-61-754-0 as identification) and who did take an oath.

Alan Barry Grosse
STATE OF FLORIDA/NOTARY PUBLIC
PRINTED NAME: Alan Barry Grosse
MY COMMISSION EXPIRES:



ALAN BARRY GROSSE
MY COMMISSION # CC328104 EXPIRES
October 25, 1997
BONDED THRU TROY FARM INSURANCE, INC.