

P96000040430

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

David
AUTHORIZATION BY PHONE TO
add Betty Randolph
name to the list
CH

PH 5/10/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5/10		
TIME	10:00		CK No. _____
BY	PH		

WALK-IN
Will Pick Up _____

No. 52504
RE: *Randolph Wall Systems Inc*

96 MAY 10 PM 3:02

SEC. C.C. FEE OF \$ DISBURSED
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation	400001815874	
<input type="checkbox"/> Annual Report/Reinstatement	05/10/96--01035--011	
<input type="checkbox"/> Reg. Agent Service	****122.50	****122.50
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLE OF INCORPORATION
OF
RANDOLPH WALL SYSTEMS, INC.

FILED
96 MAY 10 PM 3:02

ARTICLE I - NAME

The name of this corporation is RANDOLPH WALL SYSTEMS, INC. STATE OF FLORIDA

ARTICLE II - DURATION

This corporation is to have perpetual existence.

ARTICLE III - PURPOSE

The nature of the business of this corporation shall be to engage in any lawful business allowed under the laws of the State of Florida, and shall have all of the powers enumerated under Florida Law.

ARTICLE IV - CAPITAL STOCK

The capital stock of this corporation shall consist of one thousand shares of common stock having a nominal or par value of Fifty Cents (\$.50) per share. The whole, or part of the capital stock of this corporation, shall be payable at a just valuation to be fixed by the directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the directors.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI - PREEMPTIVE RIGHTS

The shareholder of the corporation shall have preemptive rights as to any unissued or treasury stock on a pro-rata basis.

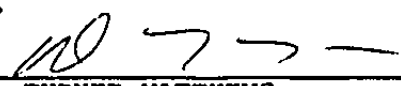
ARTICLE VII - INITIAL PRINCIPLE OFFICE

The street address of the initial principle office of this corporation shall be:

5318 Montclair Place
Sarasota, Florida 34231

ARTICLE IIX - REGISTERED AGENT

Hereby the undersigned accepts the designation as Registered Agent for RANDOLPH WALL SYSTEMS, INC.


D. TURNER MATTHEWS

The name and address of the initial Registered Agent of this corporation is:

D. TURNER MATTHEWS
6220 Manatee Avenue, West
Suite 404
Bradenton, Florida 34209

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall be governed by a Board of Directors² whose membership shall consist of no less than one person nor more than three. The initial Board of Directors shall be:

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

PRESIDENT: BETTY J. RANDOLPH

ARTICLE X - INCORPORATORS

The name and address of the person signing these articles is:
BETTY J. RANDOLPH
5318 Montclair Place
Sarasota, Florida 34231

ARTICLE XI - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the stockholders.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - AMENDMENT

The corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this the 9th day of May, 1996.

Susan Karr
WITNESS

Kenneth Thomas
WITNESS

Betty J. Randolph
BETTY J. RANDOLPH

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared BETTY J. RANDOLPH, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid on this the 9 day of May, 1996.

Kathryn Cannavino
NOTARY PUBLIC

