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WILLIAM T. KALER

May 1, 1996

TELEPHONE (904) 356-2708
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EFFECTIVE DATE
5/1/96

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****122.50 ****122.50

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

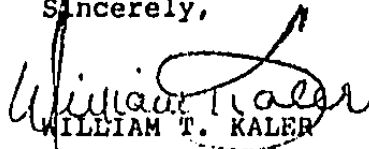
Re: VINYL PLUS SPECIALTIES, INC.
Our File No.: 96-19

Gentlemen:

Please find enclosed herewith the original and one copy of the Articles of Incorporation of VINYL PLUS SPECIALTIES, INC., which we request that you file with an effective date of May 1, 1996. Our check in the amount of \$122.50 is enclosed to cover the cost of filing and one certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Sincerely,


WILLIAM T. KALER

WTK:aw

Enclosures - 3

FILED
96 MAY - 8 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAB
5/13/96

EFFECTIVE DATE
5/1/96

ARTICLES OF INCORPORATION
OF
VINYL PLUS SPECIALTIES, INC.

FILED
96 MAY -6 AM 8:51
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The undersigned, DARRELL EDMUND BATEMAN, adopts the following Articles of Incorporation for the purpose of forming a corporation for profit under the laws of Florida.

ARTICLE I.

NAME

The name of this corporation is **VINYL PLUS SPECIALTIES, INC..**

ARTICLE II.

DURATION

This corporation shall exist perpetually, commencing on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida, with an effective date of May 1, 1996.

ARTICLE III.

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting and engaging in any or all business permitted under the laws of the United States, the State of Florida and all other states, territories and jurisdictions of the United States.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V.

INITIAL PRINCIPAL OFFICE AND
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office and initial registered office of this corporation is:

1505 Landing Lane
Neptune Beach, Florida 32266

and the name of the initial Registered Agent of the corporation at that address is:

DARRELL EDMUND BATEMAN

ARTICLE VI.

DIRECTORS

This corporation shall initially have one (1) Director. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be fewer than one (1); however, the number of Directors elected at any election shall always be deemed the lawful number of Directors which this corporation is permitted or required to have at the time. The name and address of the first Director is:

DARRELL EDMUND BATEMAN
1505 Landing Lane
Neptune Beach, Florida 32266

A Board of Directors having only one Director may take any action which a Board of Directors could take which has more than one Director. The term "Board of Directors", as used in these Articles, shall also mean any Board consisting of one (1) Director.

ARTICLE VII.

INCORPORATORS

The name and street address of the Incorporator of this corporation is:

DARRELL EDMUND BATEMAN
1505 Landing Lane
Neptune Beach, Florida 32266

ARTICLE VIII.

FIRST OFFICERS

The initial officers of this corporation are:

DARRELL EDMUND BATEMAN	President, Secretary/Treasurer
1505 Landing Lane	
Neptune Beach, Florida 32266	

who shall hold said offices until the organizational meeting of the stockholders is held for the purpose of electing officers, adopting by-laws and transacting such other business as may come before the meeting. The officers above named are authorized to sign and issue appropriate certificates evidencing the shares of stock of this corporation to those entitled thereto upon receipt of appropriate consideration. The existence of more than one shareholder shall not be required in order to hold the said organizational meeting.

ARTICLE IX.

BY-LAWS

The initial By-Laws of this corporation shall be adopted by the Directors. By-Laws may be adopted, amended or repealed in the manner provided by the By-Laws or the applicable laws of Florida, by either the shareholders or the Directors.

ARTICLE X.

RESTRICTIONS ON TRANSFER OF STOCK

The shareholders may, by By-Law provisions or by shareholder agreement recorded in the Corporate Minute Book or as otherwise permitted by law, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they wish.

ARTICLE XI.

DIRECTOR COMPENSATION

The Board of Directors is hereby authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XII.

INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provisions for the indemnification of directors, officers, employees and agents of the corporation to the full extent permitted by law.

ARTICLE XIII.

SHARES WITHOUT CERTIFICATES

The Board of Directors may authorize the issuance of some or all of the shares of any or all of its classes of stock without certificates. The Board of Directors and the corporation shall have all authority given under Section 607.0626 (1) and (2) as the cited Statute now stands and as it may be amended from time to time.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation at Jacksonville, Duval County, Florida, this 1st day of May, 1996.


DARRELL EDMUND BATEMAN, Incorporator

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

In compliance with Section 48.091, Florida Statutes, and all other pertinent laws of Florida, the following is submitted:

VINYL PLUS SPECIALTIES, INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business in Neptune Beach, Duval County, Florida, and has named DARRELL EDMUND BATEMAN, 1404 Landing Lane, Neptune Beach, Florida 32266, as its agent to accept service of process within the State of Florida.

DATED: May 1, 1996.


DARRELL EDMUND BATEMAN, Incorporator

Having been named to accept service of process for the above stated 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 and complete performance of my duties. I, as Registered Agent, am familiar with and I accept the obligations of that position.


DARRELL EDMUND BATEMAN
Registered Agent

FILED
96 MAY - 6 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA