

LAW OFFICES
POLSINELLI, WHITE, VARDEMAN & SHALTON
A PROFESSIONAL CORPORATION

FACSIMILE NUMBER
(816) 783-1830

PLAZA STEPPED BUILDING
700 WEST 47TH STREET, SUITE 1000
KANSAS CITY, MISSOURI 64112-1002
(816) 783-1000

OTHER OFFICES IN:
OVERLAND PARK, KANSAS
ST. LOUIS, MISSOURI
TOPEKA, KANSAS
JEFFERSON CITY, MISSOURI

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May 14, 1996

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VIA FEDERAL EXPRESS

Secretary of State - Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Cape Builders Supply, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Cape Builders Supply, Inc. Also enclosed is a check for \$122.50 for the filing and certified copy fees. I have enclosed a self addressed stamped envelope in which to mail the certified copy back to me.

Please contact the undersigned if you have any questions. Thank you very much for your assistance.

Very truly yours,


Mark A. Lynch

MAL:bk

Enclosures

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SSPLAZA3: M:\MALYN\LTR\88845.1

WJB
5/23/96

Mark Lynch GAVE
AUTHORIZATION BY PHONE TO
CORRECT & ADD PRINCIPAL ADDRESS
DATE 5/23/96
DOC. EXAM M. Bateman

FILED
96 MAY 15 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CAPE BUILDERS SUPPLY, INC.

The undersigned, being a natural person of the age of eighteen (18) years or more and for the purpose of forming a corporation under The General and Business Corporation Law of Missouri, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation (the "Corporation") is: Cape Builders Supply, Inc.

Principal Address and

ARTICLE II - REGISTERED OFFICE AND REGISTERED AGENT

The address of its initial registered office in the State of Missouri is: Tim Czencz. The name of its initial registered agent at such address is: 3077 S.W. 13th Dr., Deerfield Beach, Florida 33442.

ARTICLE III - CAPITAL STOCK

(a) The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock, no par value.

(b) No holder of any of the shares of stock of the Corporation of any class shall be entitled, as a matter of right, to subscribe for, purchase, or otherwise acquire any shares of stock of the Corporation of any class which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of stock of the Corporation of any class or for the purchase of any bonds, notes, debentures, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of stock of the Corporation of any class; and any and all of such shares, bonds, notes, debentures, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been re-acquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors, to such persons and other entities, and for such lawful consideration, and on such terms, as the Board of Directors, in its discretion, may determine, without first offering the same, or any part thereof, to any said holder of stock.

ARTICLE IV - INCORPORATOR

The name and place of residence of the incorporator are: Mark A. Lynch, 12311 King, Overland Park, Kansas 66213.

ARTICLE V - DIRECTORS

(a) The number of directors to constitute the Board of Directors of the Corporation is 3. Directors need not be shareholders unless the Bylaws require them to be Shareholders.

(b) At all elections of directors of the Corporation and for the purposes of all other matters upon which shareholders are entitled to vote, each shareholder shall be entitled to as many votes as shall equal the number of shares of stock held by that shareholder. No cumulative voting shall be permitted.

ARTICLE VI - EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VII - PURPOSE

The nature of the business or purposes to be conducted, transacted, promoted or carried on by the Corporation is:

(a) To own, manage, and otherwise operate a business for the sale and distribution of drywall and drywall materials, including all aspects thereof and all acts and actions incidental thereto;

(b) To engage in the transaction of any or all lawful business for the sale and distribution of drywall and drywall materials, including all aspects thereof and all acts and actions incidental thereto;

In addition to the powers and privileges conferred upon the Corporation by law and those incidental thereto, the Corporation shall possess and may exercise all the powers and privileges which are necessary or convenient to the conduct, promotion or attainment of the business purposes of the Corporation.

ARTICLE VIII - BYLAWS

The original Bylaws of the Corporation shall be adopted in any manner provided by law. Thereafter, the Bylaws of the Corporation may from time to time be amended or repealed, or new Bylaws may be adopted, in any of the following ways: (i) by the holders

of a majority of the outstanding shares of stock of the Corporation entitled to vote thereon (or, if applicable, such larger percentage of the outstanding shares of stock entitled to vote thereon as may be specified in the Bylaws), or (ii) by a majority of the full Board of Directors. Any change so made by the shareholders may thereafter be further changed by a majority of the full Board of Directors; provided, however, that the power of the Board of Directors to amend or repeal the Bylaws, or to adopt new Bylaws, (A) may be denied as to any Bylaws or portion thereof by the shareholders if, at the time of enactment, the shareholders shall so expressly provide, and (B) shall not divest the shareholders of their power, nor limit their power, to amend or repeal the Bylaws, or to adopt new Bylaws.

ARTICLE IX - NO SHAREHOLDER LIABILITY

The shareholders of the Corporation shall not be personally liable for the payment or performance of the debts or other obligations of the Corporation.

ARTICLE X - INDEMNIFICATION

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees and amounts paid in settlement, actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any

claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(a) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections A and B of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the action, suit or proceeding.

(b) Any indemnification under Sections A and B of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. The determination shall be made by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by the shareholders of the Corporation.

(c) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

(d) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of shareholders, or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

(e) The Corporation may give any further indemnity, in addition to the indemnity authorized or contemplated under this Article, including Section F, to any person who is or was a director, officer, employee or agent, or to any person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, provided such further indemnity is either (i) authorized, directed, or provided for in these Articles of Incorporation or any duly adopted amendment thereof or (ii) is authorized, directed, or provided for in any bylaw or agreement of the Corporation which has been adopted by a vote of the shareholders of the Corporation, and provided further than no such indemnity

shall indemnify any person from or on account of such persons conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. Nothing in this section G shall be deemed to limit the power of the Corporation under section F of this Article to enact bylaws or to enter into agreements without shareholder adoption of the same.

(f) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

(g) For the purpose of this Article, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would if he had served the resulting or surviving corporation in the same capacity.

(h) For purposes of this Article, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this section.

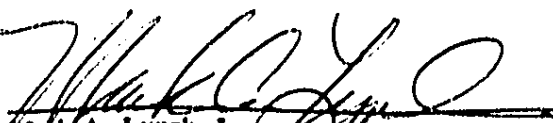
ARTICLE XI - AMENDMENTS

From time to time any of the provisions of these Articles of Incorporation may be amended, altered, changed or repealed, and other provisions authorized by The General and Business Corporation Law of Missouri at the time in force may be added or inserted in the manner and at the time prescribed by such law, and all rights at any time conferred upon the shareholders of the Corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by the Corporation, does thereby consent and agree that (i) all rights, powers, privileges, obligations or restrictions pertaining to such person or such shares or

securities in any way may be altered, amended, restricted, enlarged or repealed by legislative enactments of the State of Missouri or of the United States hereinafter adopted which have reference to or affect corporations, such shares, securities, or persons and (ii) the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

14/16 IN WITNESS WHEREOF, these Articles of Incorporation have been signed this day of May, 1996.


Mark A. Lynch, Incorporator

CERTIFICATE OF REGISTERED AGENT

I hereby accept and assume the duties and responsibilities of Registered Agent for Cape Builders Supply, Inc.


Tim Czernicz

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FILED
96 MAY 15 PM 4:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA