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FILED

Brent A. Sheppard
7180 17th Street North
St. Petersburg, FL 33702
813/522-8803

96 OCT -3 PM 1:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

100001963671
-10/03/96--01034--013
****122.50 ****122.50

Re: Composite Flooring, Inc.

Gentlemen:

Enclosed you will find an original and one copy of Articles of Incorporation for the above corporation. Also enclosed is a check in the sum of \$122.50 to cover the following:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent fee	<u>35.00</u>
Total	<u>\$122.50</u>

We would appreciate your filing the original Articles, certifying the copy and returning it to me at the address shown above.

Thank you for your attention hereto.

Yours truly,

Brent A. Sheppard
for Brent A. Sheppard

BAS/ts
Enclosures

PH
10/18/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

COMPOSITE FLOORING, INC.

The undersigned, for the purpose of forming a corporation under the
Florida General Corporation Act, do hereby adopt the following Articles of
Incorporation.

ARTICLE I

The name of this corporation is:

COMPOSITE FLOORING, INC.

with principal offices at:

**7180 17th Street North
St. Petersburg, Florida 33702**

ARTICLE II

PURPOSE

The general purposes for which the corporation is organized are:

- a) To engage in the supply and installation of flooring underlayments and toppings and all things incident thereto.
 - b) To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
 - c) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal with goods, wares, merchandise, real and personal property of every class and description.
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ARTICLE III

DURATION

The duration of the corporation is perpetual.

ARTICLE IV

CAPITAL STRUCTURE

The corporation is authorized to issue 7500 shares of common stock with a par value of One and no/100 (\$1.00) Dollar per share.

ARTICLE V

PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, at par value thereof, a pro rate portion of:

- a) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or
- b) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 7180 17th. Street North, St. Petersburg, Florida 33702 and the name and address of the initial registered agent of this corporation is:

Brent A. Sheppard
7180 17th. Street North
St. Petersburg, FL 33702

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


BRENT A. SHEPPARD

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

NAME

ADDRESS

Brent A. Sheppard

7180 17th. Street North
St. Petersburg, FL 33702

Allan L. Wren

4427 20th. Street North
St. Petersburg, FL 33714

ARTICLE VIII

INCORPORATORS

Brent A. Sheppard
7180 17th. Street North
St. Petersburg, FL 33702

Allan L. Wren
4427 20th. Street North
St. Petersburg, FL 33714

ARTICLE IX

AMENDMENT OF CHARTER AND BY-LAWS

The power to adopt, alter, amend or repeal these articles or the by-laws shall be vested in the shareholders. Any said action shall require the affirmative vote of 100 percent of the outstanding shares of the corporation.

ARTICLE X

RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Brent A. Sheppard	500 shares
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Allan L. Wren	500 shares
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Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XI

DIRECTOR'S QUORUM AND VOTING

Two (2) of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of two of the directors present,

or, if a director or directors have abstained from voting because of an

interest in the matter to be voted upon, the affirmative vote of one of the

directors present and voting, shall be the act of the Board of Directors.

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TALLAHASSEE, FLORIDA

ARTICLE XII

INDEMNIFICATION

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

Executed by the undersigned this 30 day of Sept., 1996.

at St. Petersburg, Florida.

Brent A. Sheppard
BRENT A. SHEPPARD

STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Brent A. Sheppard, known to me 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 hereunto set my hand and affixed my official seal, in the State and county aforesaid, this 30th day of Sept., 1996.

Cindy B. Williams
Notary Public State of Florida

My Commission Expires:

