

*Ava L. Parker*  
Attorney at Law  
112 West Adams Street, Suite 1814  
Jacksonville, Florida 32202

*996000073109*  
September 24, 1996

Florida Division of Corporations  
P.O. Box  
Tallahassee, FL

800001965668  
-10/04/96--01100--001  
\*\*\*\*262.50 \*\*\*\*131.25

To whom it may concern:

Enclosed please find two originals with copies of the  
Articles of Incorporation for:

Redi-Bilt Steel, Inc.  
Team Builders, Inc.

In addition to the incorporation of these entities,  
Certificates of Good Standing are required. The costs were  
quoted as:

\$122.50 per entity for incorporation  
8.75 per entity for Certificate of Good Standing

A check is enclosed for \$262.50. If there are  
questions, please do not hesitate to call me.

Sincerely,

*Ava L. Parker*  
Ava L. Parker

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TALLAHASSEE, FLORIDA

*10/9*

**ARTICLES OF INCORPORATION OF  
REDI-BILT STEEL, INCORPORATED**

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation under the Florida General Corporation Act.

**ARTICLE I - CORPORATE NAME**

The name of the corporation is:

**REDI-BILT STEEL, INCORPORATED**

**ARTICLE II - NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is: manufacture and erection of steel framed structures and roof systems.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares.

Such shares shall consist of a single class of common stock and shall have a par value of \$1.00 per share.

**ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is \$1,000.00.

**ARTICLE V - TERM**

This corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VI - ADDRESS**

The street address of the initial registered or principal office of this corporation in the

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State of Florida is:

36 E. State Street  
Jacksonville, Florida 32202

and the name and address of its initial registered agent is:

JAMES T. SHAW  
36 E. State Street  
Jacksonville, Florida 32202

The Board of Directors may from time to time move or redesignate this office to any place in Florida.

#### **ARTICLE VII - DIRECTORS**

This corporation shall have two directors initially. 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.

#### **ARTICLE VIII - INITIAL DIRECTORS**

The name and address of the initial members of the first Board of Directors of the corporation are:

JAMES TROY SHAW

JAMES GARY SHAW

#### **ARTICLE IX - INCORPORATION**

The name and address of the incorporator of this corporation or subscriber of these Articles of Incorporation is:

JAMES TROY SHAW

36 E. State Street  
Jacksonville, Florida 32202

## **ARTICLE X**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the stockholders is subject to this reservation.

The initial By-Laws of this corporation shall be adopted by the Directors. The By-Laws may be amended from time to time by either the stockholders or the directors, but the directors may not alter or amend any By-Law adopted by the stockholders.

Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.

The stockholders may, By-Law provision or by stockholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to such contract or transaction, and

notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transactions by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provision 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 XI**

The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by the majority of the committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the corporation that such

settlement be made by that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive to any other rights to which such director, officer or employee may be entitled under any By-Law, agreement, vote or shareholders, or otherwise.

**IN WITNESS WHEREOF**, the incorporators or subscribers have executed these Articles of Incorporation this 11<sup>th</sup> day of September, 1996.

James Troy Shaw

**STATE OF FLORIDA )**

**COUNTY OF DUVAL)**

Before me personally appeared JAMES TROY SHAW, well known by me to be the person named in and who presented his Drivers' License as identification, and who executed the foregoing Articles of Incorporation and he acknowledged to me that executed the same.

**IN WITNESS WHEREOF**, I have hereunto set my hand and office seal this 11 day of September, 1996.

REBECCA L. ZEIGLER  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires Oct. 17, 1998  
Commission No. CC 413896

Rebecca L. Zeigler  
NOTARY PUBLIC, State of Florida at Large

**ACKNOWLEDGMENT:** Having been named as the initial registered agent for this corporation at the initial registered or principal office designated in Article VI of these Articles of

Incorporation, I hereby accept and agree to act in this capacity, and agree to comply with the laws of the State of Florida relative to keeping open said office.

  
REGISTERED AGENT

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December 10, 1996

Secretary of State of Florida  
Uniform Filing  
P. O. Drawer 5555  
Tallahassee, Florida 32314

200002055842--3  
-01/13/97--01072--003  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

Gentlemen:

This is to advise effective December 10, 1996, I have resigned as President from  
the following corporations:

REDI-BILT STEEL, INC.  
TEAM BUILDERS, INC.

Please accept this as formal notification.

Thanks for your cooperation.

Sincerely,

*James T. Shaw*

James T. Shaw  
39 Twin River Drive  
Ormond Beach, Florida 32174

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Florida Department of State, Sandra B. Mortham, Secretary of State

**OFFICER / DIRECTOR RESIGNATION**

I, JAMES T. SHAW, hereby resign as PRESIDENT  
(Title)

of REDI-BILT STEEL, INC.  
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

That the corporation has been notified in writing of the resignation.

James T. Shaw  
(Signature of resigning officer/director)

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FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314