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December 2, 1996

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


RE: U.S. WALLS & CEILINGS, INC.  
OUR FILE NO. 19983-0001

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the Articles of Incorporation for U.S. Walls & Ceilings, Inc., together with our check in the amount of \$70.00 payable to the Florida Department of State to cover the Filing Fee (\$35.00) and the Registered Agent Fee (\$35.00). Please acknowledge receipt of the enclosed Articles of Incorporation by date-stamping the copy of the Articles and returning the copy to me in the stamped, self-addressed envelope enclosed for your convenience.

Thank you for your attention to this matter. If you have any questions or comments, please contact me.

Sincerely yours,

  
Douglas E. Starcher

DES:lam  
Enclosures  
cc: Mr. Ralph E. Bender

eg 12/9/96

**ARTICLES OF INCORPORATION  
OF  
U.S. WALLS & CEILINGS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -5 PM 12:30

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

U.S. WALLS & CEILINGS, INC.

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 1010 Bunnell Road, Suite 1109, Altamonte Springs, Florida 32714.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

#### ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1010 Bunnell Road, Suite 1109, Altamonte Springs, Florida 32714 and the name of the initial registered agent of this Corporation at that address is Ralph E. Bender.

#### ARTICLE VII - Directors

A. The initial number of Directors of this Corporation shall be three (3).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Ralph E. Bender	1010 Bunnell Road, Suite 1109 Altamonte Springs, FL 32714
William C. Studstill	1010 Bunnell Road, Suite 1109 Altamonte Springs, FL 32714
Timothy L. Hutcherson	1010 Bunnell Road, Suite 1109 Altamonte Springs, FL 32714

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Ralph E. Bender	1010 Bunnell Road, Suite 1109 Altamonte Springs, FL 32714

#### ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

#### ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE XII - Affiliated Transactions

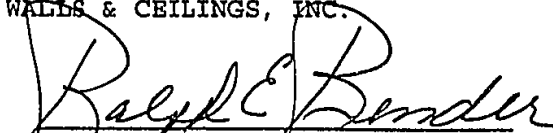
This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29<sup>th</sup> day of November, 1996.

  
RALPH E. BENDER

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of U.S. WALLS & CEILINGS, INC.

  
RALPH E. BENDER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -5 PM 12:30