

P9600000/00683

JAMES P. LA RUSSA

ATTORNEY AT LAW

316 HYDE PARK AVENUE
TAMPA, FLORIDA 33606

AREA CODE 813
281-1411 ext. 8
281-8008 ext. 8
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November 27, 1996

Secretary of State
Corporate Records Bureau
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32301

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-12/12/96--01040--019
++++122.50 +++++122.50

RE: P&G Transitions Plus, Inc.

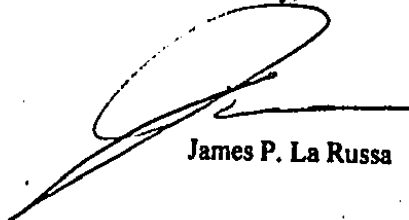
Dear Sir,

Enclosed herein please find my check in the amount of \$122.50 to cover the costs of the above-styled corporation and for a certified copy of the Articles of Incorporation.

Please be so kind as to return the certification to this office.

Thank you.

Sincerely,



James P. La Russa

JPL/ch
Enclosure

FILED
96 DEC 12 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12.13.96
Ker

**ARTICLES OF INCORPORATION
OF
P&G TRANSITIONS PLUS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation is P&G Transitions Plus, Inc. The principal address is 5156 Shadowlawn Avenue, Tampa, Florida 33610.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized is:

1. To engage in the all phases of business to finish and sell wood trim.
2. To transact any other lawful business for which corporations may be incorporated under the laws of Florida.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
4. To make sound financial investments for it's shareholders.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of single class, and shall have a par value of \$5.00.

ARTICLE V

The street address of the initial registered office of the corporation and the principal office of the corporation is 5156 Shadowlawn Avenue, Tampa, Florida 33610 and the name of its initial registered agent at such address is PATRICIA E. HOLSEYBROOK.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is two. The names and addresses of the persons who are to serve as members of the initial board of directors are:

Patricia E. Holseybrook, 2112 W. Minnehaha Avenue, Tampa, Florida 33604
Eugene A. Holseybrook, 2112 W. Minnehaha Avenue, Tampa, Florida 33604

ARTICLE VII

The name and address of each incorporator are:

Patricia E. Holseybrook, 2112 W. Minnehaha Avenue, Tampa, Florida 33604

Executed by the undersigned at Tampa, Florida on this 26 day of November, 1996.

Patricia E. Holseybrook
PATRICIA E. HOLSEYBROOK

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I CERTIFY that on this date before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared PATRICIA E. HOLSEYBROOK, known to me to be the person described in, and who executed the foregoing instrument, and that the

she acknowledged before me the execution of these Articles of Incorporation.

Executed and sealed by me at Tampa, Florida on this 26th day of
November, 1996.

Christy S. Hill
Christy S. Hill
NOTARY PUBLIC

My commission expires:

REGISTERED AGENT ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at place designated in this in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Patricia E. Holseybrook
PATRICIA E. HOLSEYBROOK

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA