



LAW OFFICES OF
JAMES G. ETHEREDGE

P96 000 103441

JAMES ETHEREDGE
BOARD CERTIFIED
CIVIL TRIAL LAWYER

226 TROY STREET, N.E.
FORT WALTON BEACH, FL 32548

DIANA L. DIXON
ATTORNEY-AT-LAW

TELEPHONE (904) 244-0178
FAX (904) 244-3134

December 18, 1996

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*****70.00 *****70.00

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

Re: Filing Articles of Incorporation for
Waterproofing, Inc.

Gentlemen:

Enclosed is a check in the amount of \$70.00 along with the original
and one copy of Articles of Incorporation.

Please file the original articles and forward a stamped copy to the
undersigned.

Your assistance is greatly appreciated.

Sincerely,

Carol Scott

Carol Scott, Assistant to
JAMES G. ETHEREDGE

rCS

Enclosures

cc: Mr. Jeffrey L. Eckert

96 DEC 20 PM 2:19
DIVISION OF CORPORATIONS
SECRETARY OF STATE

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12/27

ARTICLES OF INCORPORATION

OF
WATERPROOFING, INC.

96 DEC 20 PM 2:11
RECEIVED
DIVISION OF REVENUE
STATE OF FLORIDA

ARTICLE I
NAME

The name of the corporation shall be WATERPROOFING, INC.

ARTICLE II
PURPOSE OF CORPORATION

The purpose for which the corporation is organized is to establish, maintain, and operate a waterproofing company in Okaloosa County, Florida, and to engage in such other activities as the Laws of Florida allow.

ARTICLE III
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 49 Poulton Drive, N.W., Ft. Walton Beach, Okaloosa County, Florida, 32548.

ARTICLE IV
CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value stock.

ARTICLE V
DURATION

This corporation shall exist perpetually and shall commence corporate existence on the date of the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which each already holds, shall have the right to purchase their pro rata share thereof (as may nearly be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII
INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 49 Poulton Drive, N.W., Ft. Walton Beach, Okaloosa County, Florida 32548, and the initial registered agent of this corporation at that address is JEFFERY L. ECKERT.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The business of this corporation shall be managed by a Board of Directors. There shall be two (2) 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. The names and addresses of the members of the first Board of Directors of this corporation are:

Jimmy Morelli	547-A Schneider Drive Ft. Walton Beach, FL 32547
Jeffery L. Eckert	49 Poulton Drive, N.W. Ft. Walton Beach, FL 32548

ARTICLE IX
INCORPORATORS

The names and addresses of the incorporators are:

Jimmy Morelli

547-A Schneider Drive
Ft. Walton Beach, FL 32547

Jeffery L. Eckert

49 Poulton Drive, N.W.
Ft. Walton Beach, FL 32548

ARTICLE X
CORPORATOR

The names and addresses of the persons signing these Articles are:

Jimmy Morelli

547-A Schneider Drive
Ft. Walton Beach, FL 32547

Jeffery L. Eckert

49 Poulton Drive, N.W.
Ft. Walton Beach, FL 32548

ARTICLE XI
BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII

It is the intent of this charter that the Directors may sell the capital stock of this corporation in accordance with the conditions of Sections 1242-1244, inclusive of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 17th day of December, 1996.


JIMMY MORELLI


JEFFERY L. ECKERT

**DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT**

1. The name of the corporation is WATERPROOFING, INC.
2. The name of the registered agent is JEFFERY L. ECKERT.
3. The address of the registered agent/registered office is
49 Poulton Drive, N.W., Ft. Walton Beach, Florida 32548.

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

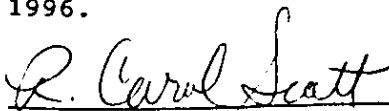

JEFFERY L. ECKERT

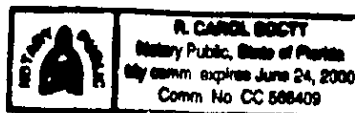
STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME personally appeared JEFFERY L. ECKERT to me well known or who produced FLA DLH-263-430-75-343 as identification and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 17th day of December, 1996.


NOTARY PUBLIC
My Commission Expires:



These Articles prepared by Law Offices of James G. Etheredge, 226 Troy St., N.E.
Ft. Walton Bch., FL 32548.