THE UNITED STATES CORPORATION

97 JAN -6 PM 3. 30

AUTHORIZATION :

COST LIMIT :

ORDER DATE: January 6, 1997

ORDER TIME : 2:07 PM

ORDER NO. : 211330-005

CUSTOMER NO: 114 O2A

CUSTOMER: Burton C. Conner, Esq BURTON C. CONNER, P.A.

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301 Northwest 5th Street Okeechobee, FL 34972

DOMESTIC FILING

NAME: S.M. DRYWALL, INC.

EFFECTIVE DATE:

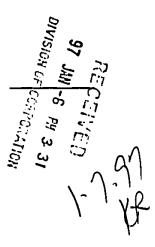
XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ___ CERTIFIED COPY ____ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:



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TALLAINSSEE AND 42

ARTICLES OF INCORPORATION

OF

S.M. DRYWALL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State Of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

S.M. DRYWALL, INC.

The address of the principal office of this corporation shall be 1601 Southeast Highway 441, Lot 103, Okeechobee, Florida 34974, and the mailing address of the corporation shall be the same.

ARTICLE II, NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have tw Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Serge Papineau Dir. 1601 Southeast Highway 441, Lot 103

Okeechobee, Florida 34974

Mario Leduc Dir.

Same

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereurate set their hand
and seal of Corporation Service Company on January 6, 1997.

CORPORATION SERVICE COMPANY

By: for of Dluce

It's Agent, Gail Shelbe

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the Obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

у:_____

Its Agent, Gail Shelby

GLS/das

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