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Law Offices of

**BRYAN J. KIEFER, P.A.**

126 N.E. Eglin Parkway  
Fort Walton Beach, Florida 32548  
(904) 664-2705  
Fax (904) 664-7933

January 2, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

FILED  
97 JAN -6 /M 9:10  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation for  
MPI DRYWALL, INC.

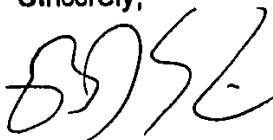
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-01/07/97--01127--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation for MPI DRYWALL, INC., together with a check in the amount of \$70.00 representing the filing fee.

Please return the copies of the filed Articles of Incorporation to the address noted above. Thank you for your assistance and should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,



Bryan J. Kiefer

encl.

mc 1/13/97

**ARTICLES OF INCORPORATION**

**FOR**

**MPI DRYWALL, INC.**

**Article I.**

**Corporate Name**

The name of this corporation is MPI DRYWALL, INC.

**Article II.**

**Nature of Business and Powers**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**Article III.**

**Capital Stock**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of One Dollar (\$1.00) per share.

**Article IV.**

**Term of Existence**

This Corporation shall have perpetual existence commencing upon filing of these Articles of Incorporation.

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**Article V.**

**Pre-Emptive 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 he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**Article VI.**

**Registered Agent and Initial Registered and Principal Office**

The Registered Agent and the street address of the initial Registered and Principal Office of this Corporation in the State of Florida shall be:

William A. Pope

10065 Emerald Coast Parkway  
Suite C-3  
Destin, Florida 32541

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**Article VII.**

**Board of Directors**

This Corporation shall have two (3) directors initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

**Article VIII.**

**Initial Directors**

The name of the initial directors of this Corporation and their addresses are:

Charles B. Mize	10065 Emerald Coast Parkway Suite C-3 Destin, Florida 32541
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William A. Pope	10065 Emerald Coast Parkway Suite C-3 Destin, Florida 32541
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William A. Pope, III	10065 Emerald Coast Parkway Suite C-3 Destin, Florida 32541
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The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**Article IX.**

**Incorporator**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

William A. Pope	10065 Emerald Coast Parkway Suite C-3 Destin, Florida 32541
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**Article X.**

**Cumulative Voting**

Each Shareholder entitled to vote shall have a number of votes equal to the number of voting shares held by the Shareholder multiplied by the number of Directors that the Shareholder may

elect. The Shareholder may cast all such votes for a single candidate or may distribute them among some or all of the candidates. The exercise of this right shall be termed cumulative voting.

**Article XI.**

**Amendment**

These Articles of Incorporation may be amended in the following manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator and Registered Agent, has executed the foregoing Articles of Incorporation on the 3rd day of January, 1997.



WILLIAM A. POPE

STATE OF FLORIDA  
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this 3<sup>rd</sup> day of January, 1997,  
before me, an officer duly authorized in the State aforesaid and in  
the County aforesaid to take acknowledgments, personally appeared  
WILLIAM A. POPE, who is personally known to me or who has produced  
the identification identified below, who is the person described in  
and who executed the foregoing instrument, and who after being duly  
sworn says that the execution hereof is his/her free act and deed  
for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me on the day and year last  
aforesaid.

X To me personally known

Identified by Driver's License Number \_\_\_\_\_  
issued by the State of \_\_\_\_\_.

**NOTARY PUBLIC**  
**MARY ANN MILLER**  
Commission No. CC541283  
Expires March 19, 2000  
**STATE OF FLORIDA**

*Mary Ann Miller*  
Notary Public  
Typed Name: Mary Ann Miller  
My Commission Expires: 3/19/00  
Commission No.: CC541283

I, WILLIAM A. POPE, am hereby familiar with and accept the  
duties and responsibilities as Registered Agent for MPI DRYWALL,  
INC.

*William A. Pope*  
WILLIAM A. POPE  
Registered Agent

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