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LAW OFFICES

H. DILLON GRAHAM, III  
PROFESSIONAL ASSOCIATION  
SUITE 210  
2222 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134

H. DILLON GRAHAM, III  
FLORIDA BAR 1983  
FEDERAL TRIAL BAR 1986

TELEPHONE (305) 445-9185  
TELECOPIER (305) 445-3254

January 13, 1997

Florida Department of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

400002060504--0  
-01/16/97--01074--003  
\*\*\*122.50 \*\*\*122.50

Re: RMS Drywall, Inc.

Dear Sirs:

Enclosed are the Articles of Incorporation for RMS Drywall, Inc. and a check in the amount of \$122.50 in payment of the following:

\$35.00 - Filing Fee;  
\$35.00 - Registered Agent Fee;  
~~\$52.50~~ - Certified Copy of the Articles of  
\$122.50 Incorporation

Your prompt return of the certified copy of the Articles of Incorporation to my attention at the above address will be appreciated.

Very truly yours,

H. Dillon Graham, III  
For the firm

HDGIII/mos  
Enclosures

a:\...articles.pro

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 16 PM 3:55

g/j/22/97

ARTICLES OF INCORPORATION OF  
RMS DRYWALL, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JAN 16 PM 3:55

I, the undersigned natural person, competent to contract, acting as incorporator of the corporation described herein (the "Corporation") under the General Corporation Law of the State of Florida, make, subscribe, acknowledge and file the following Articles of Incorporation for the Corporation.

ARTICLE I  
NAME

The name of the Corporation is: RMS Drywall, Inc.

ARTICLE II  
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted is: To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The amount of authorized capital stock is One Thousand and 00/100 Dollars (\$1,000.00), consisting of one thousand (1,000) shares of common stock.

ARTICLE IV  
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of any kind, class or series, shall have the pre-emptive right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V**  
**INITIAL CAPITAL**

The amount of capital with which the Corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

**ARTICLE VI**  
**CORPORATE EXISTENCE**

The Corporation is to have perpetual existence.

**ARTICLE VII**  
**PRINCIPAL OFFICE**

The street address of the principal office of the Corporation in the State of Florida is 6228 Allen Street, Palm Beach Gardens, Florida 33418.

**ARTICLE VIII**  
**NUMBER OF DIRECTORS**

The number of directors of the Corporation shall be set from time to time by the By-laws, but shall be at least one (1).

**ARTICLE IX**  
**SUBSCRIBERS**

The name and street address of the subscriber of these Articles of Incorporation are:

H. Dillon Graham, III  
Bankers Savings Bank, Suite 210  
2222 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

**ARTICLE X**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is: 2222 Ponce de Leon Boulevard, Suite 210, Coral Gables, County of Dade, State of Florida, and the name of the initial registered agent of the Corporation at that address is: H. Dillon Graham, III.

## ARTICLE XI

## INDEMNIFICATION

To the full extent permitted by law, the Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the Corporation to procure a judgment in its favor) by reason of the fact that he, or his testator or intestate, is or was a director, officer, employee or agent of the Corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the Corporation.

IN WITNESS WHEREOF, I do make and subscribe these Articles of Incorporation on  
this 13th day of January 1997.

By: H. Dillon Graham, III  
H. Dillon Graham, III

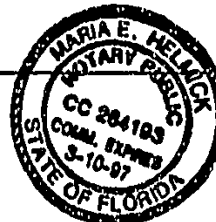
STATE OF FLORIDA )  
 ) SS.:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me by H. Dillon Graham, III,  
individually. He is personally known to me and did take oath, this 13th day of January 1997.

*Veria E. Belmont*  
Notary Public, State of Florida  
at Large

**My Commission expires:**

Name of Notary



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ACKNOWLEDGMENT BY REGISTERED AGENT

97 JAN 16 PM 3:55

Having been named to accept service of process for the above-stated Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the applicable provisions of all pertinent legislation.

By:   
Registered Agent