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REFERENCE : 249115 4385549

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 5, 1997

ORDER TIME : 9:54 AM

ORDER NO. : 249115-005

CUSTOMER NO: 4385549

CUSTOMER: Bert J. Harris, Iii, Esq  
SWAINE AND HARRIS

212 Interlake Boulevard

Lake Placid, FL 33852

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 FEB -5 PM 2:27

FILED

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-02/05/97-01074-010  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: J & R MOULDING , 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: James Guy

EXAMINER'S INITIALS:

RECEIVED  
97 FEB -5 PM 12:07  
DIVISION OF CORPORATION

KR  
2.5-97

FILED  
97 FEB -5 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

J & R MOULDING, INC.

The undersigned subscriber to these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is J & R MOULDING, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted is:

(a) To engage in every aspect and phase of the moulding business.

(b) To engage in every aspect and phase of investing and reinvesting in real, tangible and intangible property.

(c) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.

(d) To conduct business, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

(e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) The foregoing clauses shall be construed both as purposes and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

#### 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. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other form deemed satisfactory by the board of directors.

#### ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. ADDRESS

The street address of the principal and initial registered office of the corporation in the State of Florida is 1445 North Congress, No. 8, Delray Beach, Florida 33445. The board of directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the board of directors.

#### ARTICLE VII. DIRECTORS

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholders, but shall never be less than one.

#### ARTICLE VIII. DIRECTORS' POWERS

The board of directors shall have the power to fix or change salaries of the directors and officers, to restrict the transfer of stock by stockholders, to indemnify directors and officers against liability for their good faith acts and omissions, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other

powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the stockholders.

#### ARTICLE IX. ORIGINAL DIRECTORS

The name and address of the members of the first board of directors are:

<u>Name</u>	<u>Address</u>
Rex VanValkenburg	1445 N. Congress, No. 8 Delray Beach, FL 33445
Joseph P. Nee	1445 N. Congress, No. 8 Delray Beach, FL 33445

#### ARTICLE X. SUBSCRIBERS

The name and street address of the subscriber to these articles of incorporation is:

<u>Name</u>	<u>Address</u>
Rex VanValkenburg	1445 N. Congress, No. 8 Delray Beach, FL 33445

The subscriber of these Articles of Incorporation hereby assigns to this corporation their rights under Section 607, Florida Statutes, to constitute a corporation, and he hereby assigns to those persons designated by the board of directors any rights they may have as subscribers to acquire any of the capital stock of this corporation, these assignments becoming effective when these articles of incorporation have been filed with and approved by the Secretary of State of Florida, and the filing fee and filing tax paid to that official.

#### ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. Each amendment submitted to the stockholders for approval must be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII. REGISTERED OFFICE AND  
REGISTERED AGENT

The corporation hereby designates as its' registered office, 1445 North Congress, No. 8, Delray Beach, Florida 33445, and as its' registered agent, Rex VanValkenburg, who is located at the same address for service of process.

IN WITNESS WHEREOF, the undersigned subscriber, has hereunto set his hand and seal this \_\_\_\_ day of November 1996, for the purpose of forming this corporation under the laws of the State of Florida, and he hereby makes and files in the office of the Secretary of State of the State of Florida, these articles of incorporation, and certify that the facts stated are true.

  
Rex VanValkenburg  
Subscriber

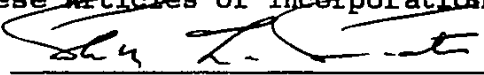
STATE OF FLORIDA

COUNTY OF ~~HIGHLANDS~~ *Palm Beach*

THE FOREGOING instrument was acknowledged before me this 4th day of January 1996, by Rex VanValkenburg who is personally known to me to be the persons described or who has produced Fla. Drivers Lic. as identification as subscriber in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.



SHIRLEY L. SINATRA  
My Commission CC377362  
Expires Jun. 22, 1998  
Bonded by ANB  
800-852-5878

  
Notary Public, State of Florida  
at Large  
(affix notarial seal)

ACCEPTANCE BY REGISTERED AGENT

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

  
Rex VanValkenburg  
Registered Agent

FILED  
97 FEB -5 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA