

APR-29-97 TUE 11:28 AM

P970000 38194

P.02

4/28/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:41 PM

((H97000006907 4)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: MILAM, OTERO, LARSEN, DAWSON & TRAYLOR, PA

ACCT#: 105543000740

CONTACT: MICHELLE B WINSTEAD

PHONE: (904)398-3555

FAX #: (904)398-5515

NAME: SOFFITS & JOISTS, INC.

AUDIT NUMBER.....H97000006907

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 4

CERT. COPIES.....0 DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

FILED
97 APR 29 PM 2:21
TALLAHASSEE, FLORIDA

4/29/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 29, 1997

MILAM , OTERO, LARSEN, DAWSON & TRAYLOR, PA

SUBJECT: SOFFITS & JOISTS, INC.
REF: W97000009826

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronically submitted document must also include the preparer's telephone number in the lower left hand corner.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Becky McKnight

FAX Aud. #: H97000006907
Letter Number: 697A00022068

ARTICLES OF INCORPORATION
OF

Soffits & Joists, Inc.

ARTICLE I

Name and Duration

The name of the Corporation is Soffits & Joists, Inc. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office and mailing address of the Corporation in the State of Florida is 13365 Southern Precast Drive, Alachua, Florida 32615.

ARTICLE III

Registered Office and Agent

The street address of the registered office in the State of Florida is c/o Milam Otero Larsen Dawson & Traylor, P.A., 1301 Riverplace Boulevard, Suite 1301, Jacksonville, Florida 32207 in the County of Duval. The name of the registered agent at such address is MOTOLAW, Inc.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

Prepared by Peter O. Larsen, Esq.
Milam Otero Larsen Dawson & Traylor, P.A.
1301 Riverplace Boulevard
Suite 1301
Jacksonville, FL 32207
Ph: 904/398-3555
Florida Bar Number 0849146

FILED
97 APR 29 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000006907

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is one thousand (1,000) shares of Common Stock ("Common Stock") \$.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Address

MOTOLAW, Inc.

c/o Milam Otero Larsen
Dawson & Traylor, P.A.
1301 Riverplace Boulevard
Suite 1301
Jacksonville, Florida 32207

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

Name

Address

Roland C. Lindsay, Jr.

13365 Southern Precast Drive,
Alachua, FL 32615

H97000006907

H97000006907

ARTICLE VIII

Amendment

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 statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement is in effect, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 28th day of April, 1997.

MOTOLAW, Inc., a Florida corporation

By: Peter O. Larsen
Peter O. Larsen, President

H97000006907

H97000006907

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Soffits & Joists, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named MOTOLAW, Inc., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with § 607.0501, Florida Statutes

MOTOLAW, Inc., a Florida corporation

By: Peter O. Larsen
Peter O. Larsen, President

DATED: April 28, 1997

FILED
97 APR 29 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000006907