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FILED

97 MAY -1 PM 1:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 19, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300002162189--2
-05/01/97--01085--004
*****70.00 *****70.00

Re: Articles of Incorporation of Wood and Walls, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation together with the Certificate of Designation of Registered Agent/Registered Office. Also enclosed is my firm check in the amount of \$70.00 representing the filing fee for same.

Thank you for your assistance in this regard. Should you have any questions or need additional information, please do not hesitate to contact me.

Sincerely,

Joseph M. Scheyd, Jr. (JP)
JOSEPH M. SCHEYD, JR.

JMS, JR.:gp
Enclosures

WATSON
PH
5/5/97

**ARTICLES OF INCORPORATION
OF
WOOD AND WALLS, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Wood and Walls, Inc.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the date of filing.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

459 Rush Park Circle
Mary Esther, Florida 32567

The mailing address of this corporation shall be:

459 Rush Park Circle
Mary Esther, Florida 32567

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand Shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is Lonnie L. Henley, 459 Rush Park Circle, Mary Esther, Florida 32567.

ARTICLE VI - INCORPORATORS

The name and address of the person signing these articles is:

Lonnie L. Henley
459 Rush Park Circle
Mary Esther, Florida 32567

Billy R. Barnett
P.O. Box 6201
Destin, Florida 32541

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one (1) director. The name and address is as follows:

Director	Lonnie L. Henley 459 Rush Park Circle Mary Esther, Florida 32567
Director	Billy R. Barnett P.O. Box 6201 Destin, Florida 32541

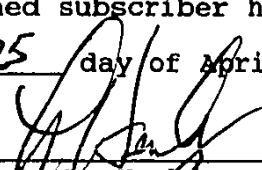
ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

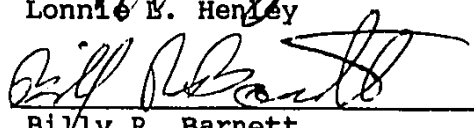
ARTICLE IX - ACTION WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles Of Incorporation this 25 day of April, 1997.



Lonnie L. Henley



Billy R. Barnett

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 23rd day of April, 1997, by Lonnie L. Henley, who is personally known to

me or who has produced FLDL# H540-532-49-324-0 as identification and who did take an oath and acknowledged and declared that he executed the same for the uses and purposes therein set forth.

Virginia G. Purcell
NOTARY PUBLIC
My Commission Expires: _____

VIRGINIA G. PURCELL
Notary Public, State of Florida
My comm. expires May 31, 1997
Comm. No. CC 425560

STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 23rd day of April, 1997, by Billy R. Barnett, who is personally known to me or who has produced FLDL# 3653-076-40-219-0 as identification and who did take an oath and acknowledged and declared that he executed the same for the uses and purposes therein set forth.

Virginia G. Purcell
NOTARY PUBLIC
My Commission Expires: _____

VIRGINIA G. PURCELL
Notary Public, State of Florida
My comm. expires May 31, 1997
Comm. No. CC 425560

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

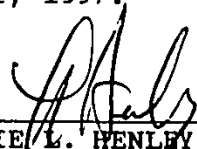
Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is: Wood and Walls, Inc.

2. The name of the registered agent is Lonnie L. Henley. The address of the registered office is 459 Rush Park Circle, Mary Eather, Florida 32567.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position.

DATED this 25 day of April, 1997.



LONNIE L. HENLEY
Registered Agent

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TALLAHASSEE, FLORIDA