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Wayne G. Braxton

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5 August, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

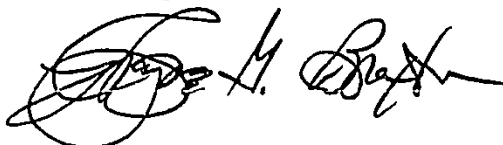
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RE: BUDGET DRYWALL, ROOFING, & CONSTRUCTION, INC.

Dear Sirs:

Enclosed please find the original Articles of Incorporation and the original Certificate of Designation of the Initial Registered Agent and Initial Registered Office, of the above corporation. Also enclosed is a check in the amount of \$70.00 to cover the filing fees. Please file the Articles of Incorporation and the Certificate of Designation, and mail me a receipt for the same to my Graceville post office box address, showing the document number of the corporation and the date of filing, which I understand will be the date you receive these documents.

Sincerely yours,



Wayne G. Braxton

WGB:lkf
ENC:as stated

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -8 AM 11:22

ARTICLES OF INCORPORATION
OF
BUDGET DRYWALL, ROOFING, AND CONSTRUCTION, INC.

The undersigned subscribers, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Florida Business Corporation Act, and do hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of this corporation is **BUDGET DRYWALL, ROOFING, AND CONSTRUCTION, INC.**

ARTICLE II.

PURPOSE

The purpose for which this corporation is organized shall be to transact any and all lawful business.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **ONE THOUSAND (1,000) SHARES OF COMMON STOCK.**

ARTICLE IV.
PRINCIPAL OFFICE

The principal office of this corporation shall be Route 2, Box 119-A, Graceville (Holmes County), Florida 32440, and the mailing address of this corporation shall be the same.

ARTICLE V.
INCORPORATORS

The names, social security numbers, and addresses of the incorporators of these Articles of Incorporation are as follows:

ROBERT L. NELSON
Route 2, Box 119-A, Graceville (Holmes County,) Florida 32440;

GERALD D. NELSON
5276 Brown Street, Graceville (Jackson County,) FL 32440;

CYRUS D. COATNEY
Route 2, Box 119-A1, Graceville (Holmes County,) FL 32440.

ARTICLE VI.
INITIAL REGISTERED OFFICE & INITIAL REGISTERED AGENT & ACCEPTANCE

The street address of the initial registered office of this corporation in the State of Florida is ROUTE 2, BOX 119-A, GRACEVILLE (HOLMES COUNTY), FLORIDA 32440, and the name of the initial registered agent at this address is KAREN L. NELSON who by her execution of these Articles of Incorporation, as initial registered agent of this corporation, accepts the position of registered agent of this corporation and agrees to act in the capacity of registered agent of this corporation and further agrees that she is familiar with and agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and obligations as registered agent of this corporation.

ARTICLE VII.

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws of this corporation is reserved unto the stockholders.

ARTICLE VIII.

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation for the uses and the purposes aforesaid, and have executed the same this 4th day of August, 1997.

Robert L. Nelson L.S.
ROBERT L. NELSON, Incorporator

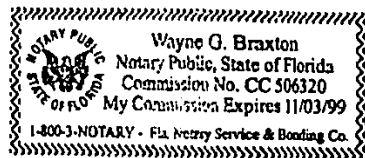
Gerald D. Nelson L.S.
GERALD D. NELSON, Incorporator

Cyrus D. Cooney L.S.
CYRUS D. COONEY, Incorporator

Karen L. Nelson L.S.
KAREN L. NELSON, Initial Registered Agent

STATE OF FLORIDA - COUNTY OF FLORIDA

The foregoing instrument was acknowledged before me on
August 4, 1997, by ROBERT L. NELSON, GERALD D. NELSON,
CYRUS D. COATNEY, and KAREN L. NELSON, who have produced current
Florida driver's licenses as identification.



WAYNE G. BRAXTON, NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES: 11-03-99
MY COMMISSION NUMBER: CC-506320

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -8 AM 11:23

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is BUDGET DRYWALL, ROOFING, & CONSTRUCTION, INC.

2. The name and address of the registered agent and office is:

KAREN L. NELSON
Route 2, Box 119-A
Graceville (Holmes County), Florida 32440.

BUDGET DRYWALL, ROOFING, & CONSTRUCTION, INC.

BY:

Robert L. Nelson
ROBERT L. NELSON, Incorporator

Gerald D. Nelson
GERALD D. NELSON, Incorporator

Cyrus D. Coatney
CYRUS D. COATNEY, Incorporator

DATED: August 4, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:

Karen L. Nelson

KAREN L. NELSON

DATED: August 4, 1997