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THE LAW FIRM OF

GILLESPIE & ALLISON, P.A.

SUITE 500  
1515 SOUTH FEDERAL HIGHWAY  
BOCA RATON, FLORIDA 33432

R. BOWEN GILLESPIE III  
DONALD M. ALLISON \*  
DEREK M. PARMELEE  
TODD C. DROSKY

TELEPHONE (561) 368-5758  
TELECOPIER (561) 395-0917

ALSO ADMITTED IN  
\* ARIZONA, CALIFORNIA

October 20, 1997

Secretary of State  
Division of Corporations  
409 East Gaines  
Tallahassee, Florida 32314

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-10/27/97--01054--003  
\*\*\*122.50 \*\*\*122.50

RE: Articles of Incorporation  
CBS Homes, Inc.

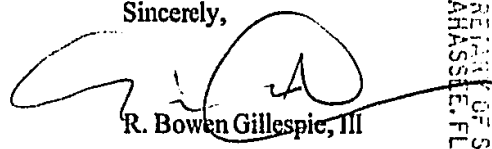
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation, Certificate Designating Place of Business or Domicile for the Service of Process May be Served, and a check in the amount of \$122.50, representing payment of the following:

Filing Fees	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	\$ 35.00
<b>TOTAL:</b>	<b>\$122.50</b>

1 Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible. Thank you for your anticipated cooperation and prompt attention to this matter.

Sincerely,

  
R. Bowen Gillespie, III

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97 OCT 27 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CBS Homes, Inc.

FILED

97 OCT 27 PM 2:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

I.

CORPORATE NAME

The name of this corporation shall be:

CBS Homes, Inc.

II.

PRINCIPAL OFFICE

The principal office of this corporation shall be located at Suite 300, 1515 South Federal Highway, Boca Raton, Florida 33432.

III.

NATURE OF CORPORATE BUSINESS

This corporation is organized to engage in any activity or business permitted under the laws of the United States and the State of Florida.

IV.

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Five Thousand (5000) shares of common stock at One Dollar (\$1.00) par value per share.

V.  
DURATION

The corporation shall have perpetual existence.

VI.  
INITIAL REGISTERED AGENT  
AND  
INITIAL REGISTERED OFFICE

The corporation's initial registered agent and registered office in the State of Florida shall be:

R. Bowen Gillespie, III  
Suite 300, 1515 South Federal Highway  
Boca Raton, Florida 33432

VII.  
INCORPORATOR

The name and address of the Incorporator is:

R. Bowen Gillespie, III  
Suite 300, 1515 South Federal Highway  
Boca Raton, Florida 33432

VIII.  
BOARD OF DIRECTORS

The number of directors may be altered from time to time by Bylaws adopted by the stockholders. However, the corporation shall have no less than one director at any time. The name and address of the directors of this corporation are:

Robert J. Hoag, Jr.  
C/o Semper Fi Drywall  
11050 Wiles Road #104  
Coral Springs, Florida 33076

Cory J. Aberman  
c/o Professional Insulation  
1209 A S. Swinton Avenue  
Delray Beach, Florida 33444

**IX.**  
**INFORMAL SHAREHOLDER ACTION**

If all the shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders.

**X.**  
**PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**XI.**  
**INFORMAL DIRECTOR ACTION**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings, evidencing their consent, are filed with the secretary of the corporation the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**XII.**  
**INDEMNIFICATION**

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

**XIII.**  
**BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and Shareholders, provided that such amendment shall be in compliance with the laws of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 20<sup>th</sup> day of October, 1997.

  
R. Bowen Gillespie, III  
Incorporator



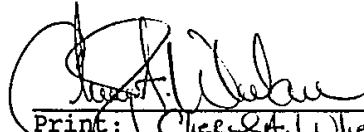
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared R. Bowen Gillespie, III, who, to me is personally known to be the person described in and who executed the foregoing Articles of Incorporation as the incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in said County and State, this 20<sup>th</sup> day of October, 1997.



  
Print: Cheryl A. Whelan  
Notary Public  
My Commission expires:

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE  
STATE AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

**FILED**

**97 OCT 27 PM 2:12**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

In compliance with the requirements of Chapter 48.091,  
Florida Statutes, the following is submitted:

**CBS Homes, Inc.**

under the laws of the State of Florida, with its principal office  
as indicated in the foregoing Articles of Incorporation, has named  
R. Bowen Gillespie, III at 1515 South Federal Highway, Suite 300,  
Boca Raton, Florida 33432, as its agent to accept service of  
process with this State.

**ACCEPTANCE OF RESIDENT AGENT**

Having been named to accept service of process for the above-  
stated corporation at the place designated in this Certificate, I,  
the undersigned, hereby accept to act in the capacity, and agree  
to comply with the provisions of Chapter 48.091, Florida Statutes,  
relative to keeping open said office.

  
R. Bowen Gillespie, III  
Resident Agent