

P98000071103
(SAMPLE LETTER OF TRANSMITTAL)

DATE 8-10-98

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

4000002613494--6
-08/12/98--01012--006
****122.50 ****122.50

Re: BENGE + WARNER DRYWALL, Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

Michael S. Benge
(Individual's Name)

BENGE + WARNER DRYWALL, INC
(Name of Corporation)

APPROVED
AND
FILED
98 AUG 12 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

| MAILING ADDRESS OF CORPORATION | | |
|--------------------------------|----------|------|
| P.O. Box 4828 | | |
| NOMOSASSA SPRINGS, FL | | |
| 34447 | | |
| PHONE | | |
| (352) | 795-3216 | |
| Area Code | Number | Ext. |

ARTICLES OF INCORPORATION

of

BENGE & WARNER DRYWALL, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

BENGE & WARNER DRYWALL, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

| | | |
|-------------------------------|----------|--------------|
| STREET ADDRESS | | |
| <u>1240 S. PALM AVE</u> | | |
| CITY | FLORIDA | ZIP |
| <u>NOMOSA</u> | <u>1</u> | <u>34448</u> |
| Mailing address, if different | | |
| STREET ADDRESS | | |
| <u>P.O. Box 4828</u> | | |
| CITY | FLORIDA | ZIP |
| <u>NOMOSA</u> | | <u>34447</u> |

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

| | | |
|----------------------|------------------------------|--------------|
| NAME | <u>MICHAEL S. BENGE</u> | |
| ADDRESS | <u>3230 N. APPALOOSA PT.</u> | |
| CITY | FLORIDA | ZIP |
| <u>CRYSTAL RIVER</u> | | <u>34428</u> |

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

| | | | |
|---------|-----------------------|-------|--------------|
| NAME | LINDA K. WARNER | | |
| ADDRESS | 1240 S. Palm Ave. | | |
| CITY | HOMOSASSA | STATE | FL ZIP 34448 |
| NAME | MICHAEL S. BENGE | | |
| ADDRESS | 3230 N. Appaloosa Pt. | | |
| CITY | CRYSTAL RIVER | STATE | FL ZIP 34428 |
| NAME | | | |
| ADDRESS | | | |
| CITY | | STATE | ZIP |

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

| | | | |
|---------|-----------------------|-------|--------------|
| NAME | LINDA K. WARNER | | |
| ADDRESS | 1240 S. Palm Ave. | | |
| CITY | HOMOSASSA | STATE | FL ZIP 34448 |
| NAME | MICHAEL S. BENGE | | |
| ADDRESS | 3230 N. Appaloosa Pt. | | |
| CITY | CRYSTAL RIVER | STATE | FL ZIP 34428 |
| NAME | | | |
| ADDRESS | | | |
| CITY | | STATE | ZIP |

The undersigned incorporator(s) have executed these Articles of Incorporation this 10th day of AUGUST, 19 98.

✓ Michael S. Benge (Signature)

✓ Linda K. Warner (Signature)

____ (Signature)

APPROVED
AND
FILED

98 AUG 12 AM 11:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

BENGE & WARNER DRYWALL, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 3230 N. APPALOSA PT.
HOMDSASSA SPRINGS, FL 34447
has named MICHAEL S. BENGE

located at the aforesaid address, as its registered agent to accept service of process within the state.

APPROVED
AND
FILED
98 AUG 12 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

✓ Michael S. Benge
(Signature)

8-10-98
(Date)