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FILED

KATHY PROSSER

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707 South First Street, Unit 302
Jacksonville Beach, Florida 32256
(904 241-2924

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 1, 1998

Corporation Filing Section
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: ~~G & S CONSTRUCTION OF JAX BCH, INC.~~
FRAMING, Inc.

600002632726--8

-09/04/98-01108-012

****70.00 ****70.00

Dear Sir or Madam:

Enclosed please find two signed copies of Articles of Incorporation and check to Department of State in the amount of \$70.00.

Please return one copy of the Articles to me after filing. I am enclosing a stamped, self-addressed envelope.

Thanks for your help, and if there's any problem, please call me at (904) 241-2924.

Yours very truly,

Kathy Prosser
Katheryn S. Prosser

Kathy Prosser GAVE
AUTHOR. RETURN OF FICHE TO correct
CORRECT to *Coast S Framing, Inc.* *corp name*
DATE _____
DOC. EXAM. *RA*
(4)

P. Hall SEP 11 1998

ARTICLES OF INCORPORATION
OF
G & S FRAMING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I:
FRAMING, INC.

The name of this corporation is G & S

ARTICLE II: This corporation shall have perpetual
existence.

ARTICLE III: This corporation is organized for the purpose
of engaging in any activity or business permitted under the laws of
the United States or the State of Florida.

ARTICLE IV: The maximum number and class of shares of
capital stock which this corporation is authorized to have
outstanding is one hundred shares of common capital stock with a
par value of One Dollar (\$1.00) per share.

ARTICLE V: The initial principal office of this
corporation shall be at, 1480 Cove Landing Drive, Atlantic Beach,
Florida 32233, and the name of the corporation's initial registered
agent at that address is GREGORY E. SMITH.

ARTICLE VI: Initially, this corporation shall have one (1)
member on the Board of Directors, and the corporation shall have
the authority to operate with not less than one member on the Board
of Directors. The following the name and address of the initial
member of the Board of Directors:

GREGORY E. SMITH
1480 Cove Landing Drive
Atlantic Beach, Florida 32233

ARTICLE VII: The name and street address of the person
signing these Articles of Incorporation as a subscriber are as
follows:

GREGORY E. SMITH
1480 Cove Landing Drive
Atlantic Beach, Florida 32233

ARTICLE VIII: The power to adopt, alter, amend or repeal
Bylaws shall be vested in the Board of Directors and the
shareholders.

ARTICLE IX: The Directors of this corporation shall take
action by written consent, as provided by law.

ARTICLE X: The Board of Directors is authorized, with the
approval of the shareholders, to issue "Section 1244 Stock" as

defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

ARTICLE XI: The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber named herein for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, has hereunto set his/her hand and seal this 1st day of September, 1998.




GREGORY E. SMITH (SEAL)

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by GREGORY E. SMITH, who _____ is personally known to me or presented a Florida driver's license or _____ as identification, and acknowledged to and before me that (s)he signed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 1st day of September, 1998.

NOTARY PUBLIC



Katherine S. Crosser

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

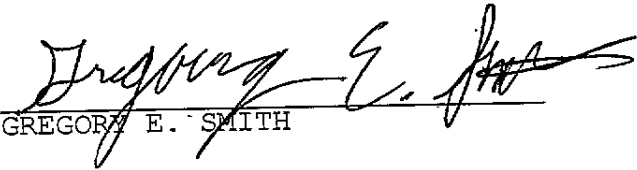
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48-091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, that G & S FRAMING, INC. desiring to
organize or qualify under the Laws of the State of Florida as a
corporation, with its principal place of business at 1480 Cove
Landing Drive, Atlantic Beach, Florida 32233, County of Duval,
State of Florida, as indicated in the Articles of Incorporation,
has named GREGORY E. SMITH, 1480 Cove Landing Drive, Atlantic
Beach, Florida 32233, as its agent to accept service of process
within the State of Florida.

Dated September 1, 1998


GREGORY E. SMITH

ACKNOWLEDGMENT

Having been named to accept service of process for the above
named corporation at the place designated in the Certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes and acts relative to keeping
open said office and with all provisions of all statutes and acts
relative to the proper and complete performance of my duties.

Dated September 1, 1998


GREGORY E. SMITH

