

999000001501



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 089516 81528A

AUTHORIZATION : Patricia Pzyut

COST LIMIT : \$ 78.75

ORDER DATE : January 6, 1999

ORDER TIME : 12:23 PM

ORDER NO. : 089516-005

CUSTOMER NO: 81528A

CUSTOMER: Ms. Sheryl Clifton
KENNETH F. OSWALD, ESQ
KENNETH F. OSWALD, ESQ
Suite 110
600 Courtland Street
Orlando, FL 32804

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -6 PM 5:45

700002732227-3

DOMESTIC FILING

NAME: EL NINO HARDWARE AND
SUPPLIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

RECEIVED
1-6 PM 1:10/99
OFFICE OF THE SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
EL NINO HARDWARE AND SUPPLIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -6 PM 5:45

The undersigned, do hereby desire to form a corporation under the laws of the State of Florida and does hereby adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be EL NINO HARDWARE AND SUPPLIES, INC.

The mailing address of the corporation is 1390 Hope Road, Suite 200, Maitland, Florida 32751.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in the business of buying and selling hardware and construction supplies of all types and kinds for commercial construction and in conjunction therewith to do all things necessary or require to accomplish said purpose.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

To engage in any activity or business permitted under the laws of the United States and of this State.

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 having a nominal or par value of **ONE DOLLAR (\$1.00)** per share. The consideration to be paid for each share shall be fixed by the Board of Directors. Common Stock of this corporation shall be issued as

"small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE IV
CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V
CORPORATE EXISTENCE

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

ARTICLE VI
INITIAL DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders. The name and street address of the directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

THOMAS B. PHILLIPS
1390 Hope Road, Suite 200
Maitland, Florida 32751

RANDALL R. BIRCHMIER
1390 Hope Road, Suite 200
Maitland, Florida 32751

ARTICLE VII
SUBSCRIBER

The name and street address of the Subscribers to these Articles of Incorporation is as follows:

THOMAS B. PHILLIPS
1390 Hope Road, Suite 200
Maitland, Florida 32751

RANDAL R. BIRCHMIER
1390 Hope Road, Suite 200
Maitland, Florida 32751

ARTICLE VIII
REGISTERED AGENT

The name and address of the Registered Agent to accept service of process within the state on behalf of the corporation is: Randall R. Birchmier, 1390 Hope Road, Suite 200, Maitland, Florida 32751 and by his signature on the Certificate attached hereto he indicates his acceptance as Registered Agent to act in this capacity pursuant to the laws of this State.

ARTICLE IX
INDEMNIFICATION

Every director, officer, employee, or agent of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved by reason of his or her employment, or by reason of his or her being or having been a director, officer, employee, or agent of this corporation, and any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudicated liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee, or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee, or agent is entitled.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

ARTICLE XI
COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on the date of filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, I, the undersigned, being the sole subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein are true and hereunto set my hand and seal this 44 day of January, 1999.

1.2. Phillips
THOMAS B. PHILLIPS
Randall R. Birchmier
RANDALL R. BIRCHMIER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -6 PM 5:45

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 44 day of January, 1999, by THOMAS B. PHILLIPS and RANDAL R. BIRCHMIER.

Nita S. Sewell
NOTARY PUBLIC



NITA S SEWELL
My Commission CC554415
Expires Nov. 14, 1999

(Print, Type or Stamp Commissioned Name of Notary Public)

Personally Known ✓ OR Produced Identification _____
Type of Identification Produced _____

ACCEPTANCE OF REGISTERED AGENT

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

Randall R. Birchmier
RANDALL R. BIRCHMIER
Registered Agent