

LAW OFFICES

SKELDING, LABASKY, CORRY, HAUSER, JOLLY, METZ & DAWS

A PROFESSIONAL ASSOCIATION

99000025499

WILLIAM W. CORRY
LINDA C. COX
SONYA R. DEEN
BARBARA C. FROMM
JAMES C. HAUSER
WARREN H. HUSBAND
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RONALD A. LABASKY
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JACK M. SKELDING, JR.
GAYLE S. SWEDMARK
WILLIAM R. WATERS, JR.

SONYA R. DEEN*
SUSAN A. JOHNSON*
FRANK S. MESSERSMITH*
GOVERNMENTAL CONSULTANTS
*NOT A MEMBER OF THE FLORIDA BAR
MILLARD F. CALDWELL (1897 - 1984)
JOHN A. MADIGAN, JR. (1919 - 1984)
3838 KILLEARN COURT
TALLAHASSEE, FL 32308
TELE: (850) 668-5246
FAX: (850) 668-5613

March 17, 1999

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL

RE: Filing of Articles of Incorporation for Capital Wall & Ceiling, Inc.

Dear Sir:

Please find enclosed, a check for \$78.75 filing fee to form a new corporation as well as the Articles of Incorporation. We would like to request a certified copy to be picked up by our runner when ready.

If you have any questions, please feel free to call me at 668-5246. Thank you for your assistance.

222-3730
Call when ready

Sincerely,
Allison H. Deison
Allison H. Deison

FILED
99 MAR 18 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~2/19/99 6605~~
Dmc
3/19/99

600002810926--6
-03/19/99--01001--004
*****78.75 *****78.75

RECEIVED
99 MAR 18 PM 2:49
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 19, 1999

ALLISON H. DEISON, ESQ.
SKELDING, LABASKY, ET AL
3838 KILLEARN COURT
TALLAHASSEE, FL 32308

SUBJECT: CAPITAL WALL & CEILING, INC.
Ref. Number: W99000006605

We have received your document for CAPITAL WALL & CEILING, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 099A00013554

*Call
when
ready*

RECEIVED
99 MAR 19 PM 2:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CAPITAL WALL & CEILING, INC.

FILED
99 MAR 18 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY MAKES, SUBSCRIBES, ACKNOWLEDGES, AND FILES THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA:

ARTICLE I

NAME

THE NAME OF THIS CORPORATION SHALL BE CAPITAL WALL & CEILING, INC.

ARTICLE II

PURPOSE

THIS CORPORATION SHALL BE ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY BUSINESS WHICH IS LAWFUL UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III

AGENT

THE REGISTERED AGENT OF THIS CORPORATION SHALL BE ALLISON H. DEISON, Esq. THE ADDRESS OF THE REGISTERED AGENT SHALL BE 3838 KILLEARN COURT, TALLAHASSEE, FLORIDA 32308.

ARTICLE IV

EXISTENCE

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE V

ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION SHALL BE 1342 TUNG HILL DRIVE, SUITE B, TALLAHASSEE, FLORIDA 32311-9545.

ARTICLE VI

CAPITAL STOCK

THE AUTHORIZED CAPITAL STOCK OF THIS CORPORATION SHALL CONSIST OF 100 SHARES OF VOTING COMMON STOCK HAVING A PAR VALUE OF TEN CENTS (\$0.10) EACH.

ARTICLE VII

PREEMPTIVE RIGHTS, CUMULATIVE VOTING

HOLDERS OF THE CAPITAL STOCK OF THE CORPORATION SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE ANY NEW SHARES OF STOCK OR SECURITIES, OR RIGHTS TO ACQUIRE STOCK OR SECURITIES OF THE CORPORATION. CUMULATIVE VOTING SHALL NOT BE ALLOWED IN THE ELECTION OF ITS DIRECTORS OR FOR ANY OTHER PURPOSES.

ARTICLE VIII

DIRECTORS

THIS CORPORATION SHALL HAVE NO LESS THAN ONE DIRECTOR (1). THE BOARD OF DIRECTORS OF THE CORPORATION SHALL CONSIST OF ALL OF THE STOCKHOLDERS (OR, IF ANY STOCKHOLDER IS A CORPORATION OR OTHER ENTITY, SUCH SHAREHOLDER'S DULY AUTHORIZED REPRESENTATIVE). THE INITIAL DIRECTOR OF THE COMPANY SHALL BE AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
DWAYNE GLASS	1342 TUNG HILL DRIVE SUITE B TALLAHASSEE, FLORIDA 32311-9545

ARTICLE IX

INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR IS: DWAYNE GLASS, 1342 TUNG HILL DRIVE, SUITE B, TALLAHASSEE, FLORIDA 32311-9545.

ARTICLE X

OFFICERS

THE OFFICERS OF THE CORPORATION SHALL BE A PRESIDENT AND A SECRETARY/TREASURER, AND SUCH OTHER OFFICERS OR AGENTS AS MAY BE APPOINTED BY THE BOARD OF DIRECTORS. ALL OFFICERS, AGENTS OR EMPLOYEES AS MAY BE NECESSARY SHALL BE CHOSEN IN SUCH A MANNER, FOR SUCH TIME, AND HAVE SUCH DUTIES AS MAY BE DESCRIBED BY THE BY-LAWS OR DETERMINED BY THE BOARD OF DIRECTORS. THE NAMES OF THE INITIAL OFFICERS ARE AS FOLLOWS:

<u>OFFICE</u>	<u>NAME</u>
PRESIDENT	DWAYNE GLASS
SECRETARY/TREASURER VICE-PRESIDENT	DWAYNE GLASS

ARTICLE XI

INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY PERSON WHO WAS OR IS A PARTY, OR IS THREATENED TO BE MADE A PARTY, TO ANY THREATENED, PENDING OR COMPLETED ACTION, SUIT OR PROCEEDING, WHETHER CIVIL, CRIMINAL, ADMINISTRATIVE, OR INVESTIGATIVE, BY REASON OF THE FACT THAT HE IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE, OR AGENT OF THE CORPORATION, OR IS, OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE, OR AGENT OF ANOTHER CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, OR OTHER ENTERPRISE, AGAINST EXPENSES (INCLUDING ATTORNEYS' FEES, JUDGMENTS, FINES AND AMOUNTS PAID IN SETTLEMENT) ACTUALLY AND REASONABLY INCURRED BY HIM IN CONNECTION WITH SUCH ACTION, SUIT OR PROCEEDING, INCLUDING APPEALS, TO THE FULL EXTENT PERMITTED UNDER CHAPTER 607, FLORIDA STATUTES, OR ITS SUCCESSOR STATUTE.

INDEMNIFICATION AS PROVIDED HEREUNDER SHALL CONTINUE AS TO A PERSON WHO HAS CEASED TO BE A DIRECTOR, OFFICER, EMPLOYEE, OR AGENT AND SHALL INURE TO THE BENEFIT OF HIS HEIRS, EXECUTORS, ADMINISTRATORS AND ASSIGNS.

IN WITNESS WHEREOF, I, THE UNDERSIGNED INCORPORATOR, HEREBY SET MY HAND AND SEAL THIS 12th DAY OF MARCH, 1999, FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND I HEREBY MAKE AND FILE IN THE OFFICE OF THE SECRETARY OF THE STATE IN THE STATE OF FLORIDA THE CERTIFICATES OF INCORPORATION AND CERTIFY THAT THE FACTS HEREIN STATED ARE TRUE.

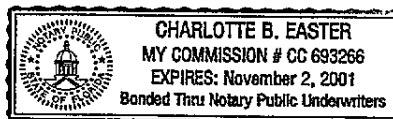


 DWAYNE GLASS, INCORPORATOR

BEFORE ME, THE UNDERSIGNED OFFICER, DULY AUTHORIZED TO TAKE ACKNOWLEDGMENTS AND ADMINISTER OATHS. PERSONALLY APPEARED DWAYNE GLASS, AND BEING FIRST DULY SWORN AND UPON HIS OATH, STATED THAT HE SIGNED THE ABOVE ARTICLES OF INCORPORATION FOR THE CONDITIONS AND PURPOSES THEREIN EXPRESSED THIS 12th DAY OF MARCH, 1999.

Charlotte B. Easter
NOTARY PUBLIC - STATE OF FLORIDA
Charlotte B. Easter
PRINTED NAME OF NOTARY; COMMISSION
NUMBER AND EXPIRATION OF COMMISSION

PERSONALLY KNOWN TO ME ✓
OR PRODUCED THE FOLLOWING IDENTIFICATION: _____



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

99 MAR 18 PM 2:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, 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: Capital Wall & Ceiling, Inc.

2. The name and address of the registered agent and office is:
Allison H. Deison, Esq.

(NAME)

3838 Killlearn Court

(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32308

(CITY/STATE/ZIP)

SIGNATURE

TITLE

DATE

Allison H. Deison
March 19, 1999

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

DATE

REGISTERED AGENT FILING FEE: \$35.00

Allison H. Deison
March 19, 1999