

NESS, INC.

79-7233

July 20, 1979

Fulton County

Alan I. Begner

9/87

66B

Max. 10,000 shares com \$1.00

paid in \$500.00

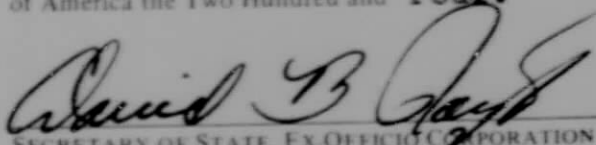


*I, David B. Poythress, Secretary of State of the
State of Georgia, do hereby certify that*

"NESS, INC."

has been duly incorporated under the laws of the State of Georgia on the 20th
day of July, 1979, by the filing of articles of incorporation in the office of the
Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true
copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and
affixed the seal of my office, at the Capitol, in the City of
Atlanta, this 20th day of July in the year
of our Lord One Thousand Nine Hundred and Seventy
Nine and of the Independence of the United States
of America the Two Hundred and Four.


SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION OF
NESS, INC.

1.

The name of the Corporation is "Ness, Inc."

2.

The Corporation shall have perpetual duration.

3.

The Corporation is organized for the following purposes: to acquire, lease, develop, operate, sell, convey, and deal in real and personal property, tangible and intangible, of every kind and description, or interest therein; and without limiting the generality of the above, to do all things generally contemplated and followed in the representation of manufacturers of proprietary building materials, and any and all matters, operations and interests related thereto. The Corporation shall have the power to conduct any and all other business and engage in any other activities not specifically prohibited to corporation for profit under the laws of the State of Georgia, and the Corporation shall have all the powers necessary to conduct such business and engage in such activities, including, but not limited to the powers enumerated in the Georgia Business Corporation Code or any amendment thereof.

4.

The Corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

5.

The Corporation shall have the authority to issue not more than 10,000 shares of common stock of \$1.00 par value.

6.

The Corporation shall not commence business until it shall have received not less than \$500.00 (five hundred dollars) in payment for the issuance of shares of stock.

7.

The initial registered office of the Corporation shall be at: 912 Peachtree Center Cain Tower, 229 Peachtree St., N.E., Atlanta, Georgia, 30303. *Fulton*

8.

The initial registered agent of the Corporation shall be Alan I. Begner.

9.

The initial Board of Directors shall consist of one member, who shall be and is the holder of all the outstanding common stock of the Corporation. His name and address is as follows: William Ness, 6700 Peachtree Industrial Boulevard, Apt. G-9, Doraville, Georgia.


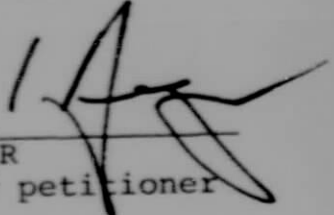
10.

The name and address of the incorporator is: Alan I. Begner, 912 Peachtree Center Cain Tower, 229 Peachtree Street, N.E., Atlanta, Georgia 30303.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation. This 18th day of JULY, 1979.

KUNIANSKY AND BEGNER

BY:

 
ALAN I. BEGNER
Attorneys for petitioner

912 Peachtree Center Cain Tower
229 Peachtree Street, N.E.
Atlanta, Georgia 30303

(404) 659-3363

SECRETARY OF STATE
JUL 20 11 19 AM '79
RECEIVED

KUNIANSKY AND BEGNER
ATTORNEYS AT LAW

912 PEACHTREE CENTER CAIN TOWER
229 PEACHTREE STREET, N. E.
ATLANTA, GEORGIA 30303
(404) 659-3363

HARRY S. KUNIANSKY
ALAN I. BEGNER

July 16, 1979

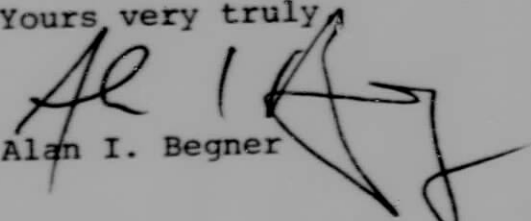
David B. Poythress
Secretary of State of Georgia
214 State Capitol
Atlanta, Georgia 30324

Re: Ness, Inc.

Dear Sir;

Please be advised by this letter that I am consenting to the appointment of the undersigned as registered agent of the above styled corporation.

Yours very truly,


Alan I. Begner

AIB/bh

State of Georgia



OFFICE OF SECRETARY OF STATE

DAVID B. POYTHRESS

J. Ben W. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

" NESS, INC. "

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this
10th day of July, in the year of our Lord
One Thousand Nine Hundred and Seventy Nine and
of the Independence of the United States of America the Two
Hundred and Four

David B. Poythress

Secretary of State, Ex-Officio Corporation
Commissioner of the State of Georgia