

631037

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ATTORNEYS AND COUNSELORS AT LAW

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 18 AM 10:09

* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
+ ALSO ADMITTED IN MASSACHUSETTS

July 11, 2000

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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*****43.75 *****43.75

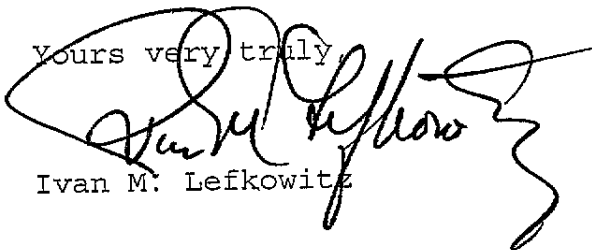
Re: Continental Windows and Glass, Inc.
Document No. 631037

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Amendment to Articles of Incorporation of the above referenced corporation. The duplicate copy has been subscribed by the subscribers in the same manner as the original. Please endorse your approval of the Articles of Amendment to Articles of Incorporation on the duplicate copy, and return a certified copy to this office.

A check is also enclosed in the total amount of \$43.75 to cover the \$35.00 filing fee and the \$8.75 fee for the certified copy.

Yours very truly



Ivan M. Lefkowitz

IML:glg
Enclosures
cc: Mr. John E. Miranda

Amend

V. SHEPARD AUG 24 2000

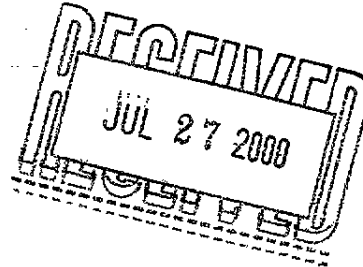


FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 25, 2000

IVAN M. LEFKOWITZ
430 NORTH MILLS AVE.
ORLANDO, FL 32803

SUBJECT: CONTINENTAL WINDOWS AND GLASS, INC.
Ref. Number: 631037



We have received your document for CONTINENTAL WINDOWS AND GLASS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return 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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 900A00040449

Rec'd 8/14

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* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
+ ALSO ADMITTED IN MASSACHUSETTS

August 16, 2000

Ms. Velma Shepard
Corporate Specialist
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

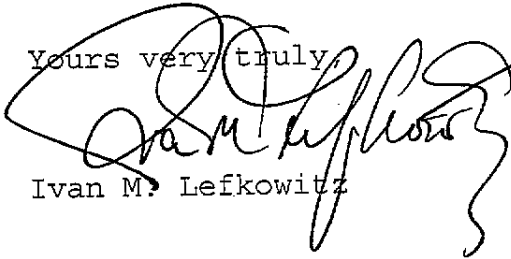
Re: Continental Windows and Glass, Inc.
Document No. 631037

Dear Ms. Shepard:

Enclosed are the original and a duplicate copy of the Articles of Amendment to Articles of Incorporation of the above referenced corporation. The duplicate copy has been subscribed by the subscribers in the same manner as the original. Please endorse your approval of the Articles of Amendment to Articles of Incorporation on the duplicate copy, and return a certified copy to this office. Also enclosed is your letter dated July 25, 2000 as required.

A check in the total amount of \$43.75 to cover the \$35.00 filing fee and the \$8.75 fee for the certified copy is being held by your office.

Yours very truly


Ivan M. Lefkowitz

IML:glg
Enclosures
cc: Mr. John E. Miranda

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CONTINENTAL WINDOWS AND GLASS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 18 AM 10:09

Articles IX and XIII of the Articles of Incorporation of CONTINENTAL WINDOWS AND GLASS, INC. were amended by the Corporation's Board of Directors on June 29, 2000, and approved at a meeting of the Shareholders on July 11, 2000. The corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to F.S. 607.0602.

1. The name of the corporation is CONTINENTAL WINDOWS AND GLASS, INC.

2. Article IX of the Articles of Incorporation of CONTINENTAL WINDOWS AND GLASS, INC. was amended by deleting it in its entirety.

3. Article XIII of the Articles of Incorporation of CONTINENTAL WINDOWS AND GLASS, INC. was amended by deleting in its entirety and substituting the following in lieu thereof:

"ARTICLE XIII - RIGHT OF FIRST REFUSAL

(a) Limitation On Transfer: No Shareholder shall transfer his or her shares of Common Stock to any person, firm, or corporation, unless the Shareholder desiring to transfer shall first have made an offer to sell as described below and such offer shall not have been accepted.

(b) Offer To Sell. The offer to sell shall be given to the Company and to the remaining Shareholders and shall consist of a written offer to sell a designated number of the shares of Common Stock (the "Available Shares") owned by the Shareholder desiring to make the transfer (the "Transferor") together with a statement of intention to transfer the Available Shares to a third party, the name and address of the prospective purchaser, and the terms and price of such intended transfer. The Transferor must have received from the third party a bona fide offer in writing to purchase all the Available Shares and must attach to the offer to sell a true copy of such offer.

(c) Acceptance Of Offer To Sell. Within thirty (30) days after receipt of the offer to sell, the Company may at its option elect to purchase all, but not less than all, of the Available Shares. If the Company does not elect to purchase the Available Shares, the Shareholders other than the Transferor may, within sixty (60) days after the receipt of the offer to sell, elect to purchase all, but not less than all, of the Available Shares. The Company shall exercise its election to purchase by giving notice to the Transferor and to the other Shareholders. Each other Shareholder shall exercise his or her election to purchase by giving notice to the Transferor and to the Company. If the Shareholders electing to purchase the Available Shares number two or more, each shall be entitled and obligated to purchase that portion of the Available Shares that equals a fraction, the denominator of which shall be the total shares owned by all Shareholders electing to purchase the Available Shares, and the numerator of which shall be the number of shares owned by the individual Shareholder. The notice of election to purchase Available Shares shall specify a date for the closing of the purchase that shall not be more than thirty (30) days after the date of giving the notice.

(d) Purchase Price. The purchase price and the terms of purchase of the Available Shares shall be the same price and terms contained in the third party written offer; provided that if the date for closing the purchase provided in this Agreement is longer than that offered by the prospective purchaser, the closing date fixed herein shall control. Notwithstanding anything in a bona fide written offer or in these Articles to the contrary, if the purchase price to the Company (or the Shareholders) for the Available Shares shall equal or exceed \$50,000.00, the Company or the Shareholders, as the case may be, shall be entitled to pay for the Available Shares as follows:

10% of the purchase price at closing;

18% of the purchase price on the first anniversary of the date of closing;

18% of the purchase price on the second anniversary of the date of closing; and

18% of the purchase price on each of the third, fourth and fifth anniversary of the date of closing,

together, in each case, with interest on the unpaid principal balance at the rate that would otherwise be imputed under the Internal Revenue Code of 1986, as then in effect.

(e) Place Of Closing. The closing of the purchase shall take place at the principal office of the Company.

(f) Release From Restriction. If neither the Company nor the remaining Shareholders elect to purchase all of the Available Shares, the Transferor may sell the Available Shares to the prospective purchaser named in the statement attached to the offer to sell, such sale to be made only in accordance with the terms stated in the offer to sell and its attachments. If the Transferor fails to make such sale in accordance with each and every term contained in the statement and the attachments, such shares shall remain subject to all the restrictions in these Articles. Furthermore, notwithstanding anything contained in these Articles to the contrary, no such transfer may be closed unless the transferee executes a statement agreeing and agrees to be bound by all the restrictions on the Shareholders in these Articles."

3. The foregoing Amendment to Articles of Incorporation was duly adopted by the Board of Directors on June 29, 2000, and approved by the Shareholders at a meeting on July 11, 2000.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles this 31st day of July, 2000.

CONTINENTAL WINDOWS AND GLASS, INC.

By: John Miranda
President

Attest: Rita Guivericci
Secretary

(CORPORATE SEAL)