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TRANSMITTAL LETTER
(Via Courier)

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

00 FEB -9 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SUBJECT: Cooper Vinyl Siding, Inc.
Proposed Corporate Name

100003129381--2
-02/09/00--01053--002
*****87.50 *****87.50

Enclosed is an original and one copy of the Articles of Incorporation, a designation of registered agent, and a check for \$ 87.50. Please return one copy of the Articles stamped with the filing date to the address below in the courier envelope provided.

Mann & Co., Accountants
5424 N. Main Street
Jacksonville, FL 32208

(904) 764-7507

T. Burch FEB 15 2000

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

Cooper Vinyl Siding, Inc.

ARTICLE II: PRINCIPAL OFFICE

The Principal place of business and mailing address of this corporation shall be:

3647 Red Oak Circle, W.
Orange Park, FL 32073

ARTICLE III: SHARES

All stock issued by this Corporation shall be common voting stock of a single class. The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares.

ARTICLE IV: INITIAL REGISTERED AGENT/ADDRESS

The name of the initial registered agent is Kent C. Cooper, whose registered office is located at the place of business stated in Article II above.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

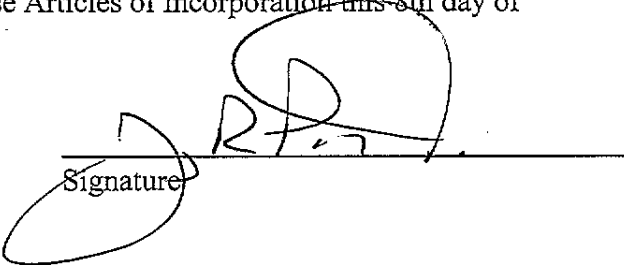
Jay R. Portnoy
5424 N. Main Street
Jacksonville, FL 32073

ARTICLE VI: EFFECTIVE DATE OF INCORPORATION

For all intents and purposes Cooper Vinyl Siding, Inc. is a Florida corporation as of February 9, 2000.

The undersigned incorporator has executed these Articles of Incorporation this 8th day of February, 2000.

Signature



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00 FEB -9 AM 11:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to Florida law, 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/professional association is: Cooper Vinyl Siding, Inc.
2. The name and address of the registered agent and office is:

Kent C. Cooper
Full name

3647 Red Oak Cir W
Address (P.O. Box *not* acceptable)

Orange Park FL 32073
City, State, and Zip

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.

Kent C Cooper
SIGNATURE OF REGISTERED AGENT

2-4-00
DATE