

GREENFELDER, MANDER, MURPHY, DWYER & MORRIS

ATTORNEYS AT LAW

14217 THIRD STREET, DADE CITY, FLORIDA 33523-3828

Dade City
Brooksville
Fax

352-567-0411
352-796-7900
352-567-7758

Glen E. Greenfelder M.S., J.D.
A.R. "Chip" Mander, III* J.D.
David J. Murphy J.D.
Daniel L. Dwyer** J.D.
Kimberly C. Morris*** J.D.

Legal Assistants:

Larry Fugate J.D.
Tricia Hall B.A.
Amy Glenn A.S.
Bobbie Samme A.A., P.L.S.
Juanette Newman A.S.
Deborah L. Parks C.L.A.

* Board Certified in Criminal Law
** Also admitted to Ohio Bar
*** Also Admitted to Georgia and Kentucky Bars

P00000039498

April 11, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300003209153--7
-04/14/00--01041--009
****122.50 *****78.75

Re: Pasco Exteriors, Inc.

Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation for the above-named corporation. Please file the original and certify and return the copy to our office.

Enclosed is our check in the amount of \$122.50 for your fees for filing the Articles and the Registered Agent Certificate, and for certifying the copy.

Sincerely,

GREENFELDER, MANDER, MURPHY,
DWYER & MORRIS

David J. Murphy
David J. Murphy

DJM/kw

Enclosures

FILED
00 APR 14 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
4-20-00
5

**ARTICLES OF INCORPORATION
OF**

Pasco Exteriors, Inc.

FILED
00 APR 14 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME

The name of this corporation is Pasco Exteriors, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be designated as "common shares".

Such common stock 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 1954.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the principal office of the corporation is 14914 Puckett Road, Dade City, Florida 33525. The street address of the initial registered office of this corporation

is 14914 Puckett Road, Dade City, Florida 33525. The name and address of the initial registered agent of this corporation is:

DAVID J. MURPHY, ESQUIRE
14217 Third Street
Dade City, Florida 33523-3828

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation initially shall have one directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation; however, there shall never be less than one director.

The name and address of the initial Board of Directors of the corporation are:

Rick McDonald 14914 Puckett Road
Dade City, FL 33525

ARTICLE VI - INCORPORATORS

The names and addresses of the incorporators signing these Articles are:

Rick McDonald 14914 Puckett Road
Dade City, FL 33525

ARTICLE VII - INDEMNIFICATION

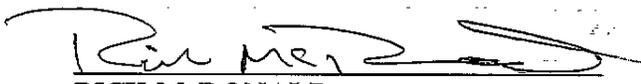
The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto by a majority vote of the shareholders, if

shares have been issued; and if not, then by a majority of the directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on the 10th day of April, 2000.

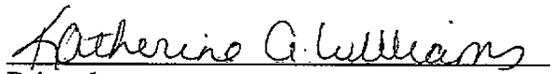

RICK McDONALD

STATE OF FLORIDA
COUNTY OF PASCO

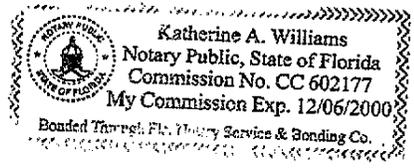
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Rick McDonald, known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation and who furnished as proof of identification:

Florida Driver's License

IN WITNESS WHEREOF I have set my hand and seal in the state and county above this 10th day of April, 2000.


Printed name:
Notary Public

My Commission Expires:

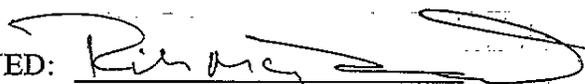


**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Pasco Exteriors, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 14914 Puckett Road, Dade City, Florida 33525, has named David J. Murphy, whose address is 14217 Third Street, Dade City, Florida 33523, as its agent to accept service of process within Florida.

DATED: 4/10/00

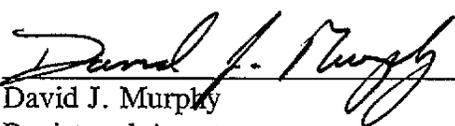
SIGNED: 
Rick McDonald

FILED
00 APR 14 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

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

DATED: 4/10/00


David J. Murphy
Registered Agent