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BAUTA & ASSOCIATES
A PROFESSIONAL ASSOCIATION

6915 RED ROAD
SUITE 206
CORAL GABLES, FL 33143

TELEPHONE 305 666-9600
FACSIMILE 305 666-4098

Juan P. Bauta, II
Board Certified Civil Trial Attorney

July 7, 2000

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*****78.75 *****78.75

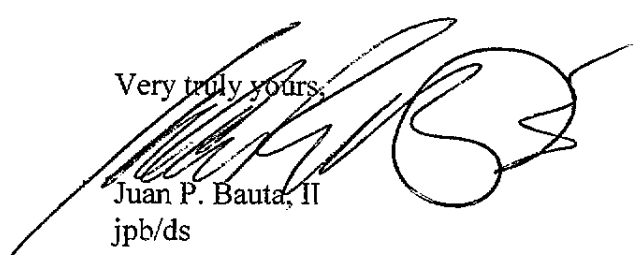
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Articles of Incorporation of Truly Frameless System, Inc.

Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Incorporation to be filed on the above captioned corporation, along with a check in the amount of \$78.75 to cover the cost of this service. Please file the original and return a certified copy to us in the postage-paid envelope provided.

Very truly yours,


Juan P. Bauta, II
jpb/ds

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
TRULY FRAMELESS SYSTEM, INC.**

FIRST: The name of this corporation is:

TRULY FRAMELESS SYSTEM, INC.

SECOND: The street address of the initial principal office of this corporation is:

7414 S.W. 48th street
Miami, Florida 33155

THIRD: The period of its duration shall be perpetual existence.

FOURTH: The purpose is to engage in the manufacture, sale, distribution and
licensing of the Truly Frameless System glass products.

FIFTH: The corporation shall have authority to issue 1000 shares of common
stock, with \$1.00 par value.

SIXTH: The name and address of the initial registered agent of this corporation is:

Juan P. Bauta, II, Esq.
6915 Red Road, Suite 206
Coral Gables, Florida, 33143

SEVENTH: The number of directors constituting its initial Board of Directors is (1),
whose name and address is:

Paul E. Snyder
7414 S.W. 48th street
Miami, Florida 33155

EIGHTH: The name and address of the incorporator is:

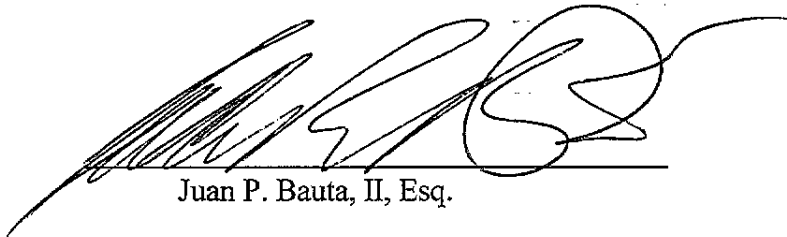
Juan P. Bauta, II, Esq.
6915 Red Road, Suite 206
Coral Gables, Florida, 33143

NINTH: Members of the Board of Directors may participate in any meetings of said
Board by means of telephone conference as provided by law, and/or may
take action by written consent as provided by law.

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- TENTH: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.
- ELEVENTH: The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.
- TWELFTH: The power to adopt, alter, amend or repeal bylaws shall be vested in the Board or Directors.
- THIRTEENTH: The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.
- FOURTEENTH: The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act.

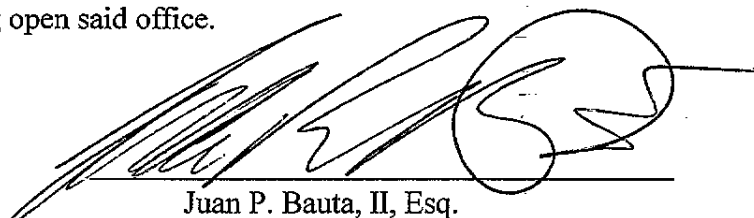
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this _____ day of June, 2000.



Juan P. Bauta, II, Esq.

Acknowledgment of Registered Agent:

Having been named as Registered Agent to accept service of process as above, I hereby accept to act in said capacity and agree to comply with the requirements of law in said regard, including keeping open said office.



Juan P. Bauta, II, Esq.

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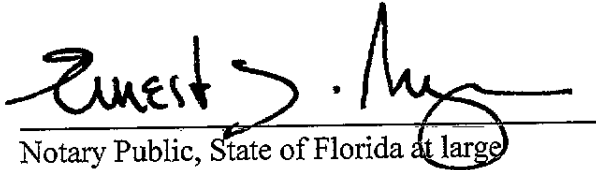
STATE OF FLORIDA)

) SS:

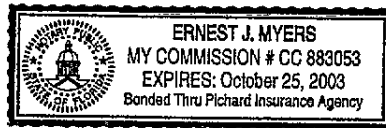
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Juan P. Bauta, II, Esq. who is to me known and known to me to be the person described in and who subscribed the above Articles of Incorporation and Acknowledgment of Registered Agent, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Miami, in said county and state this 27th day of June, 2000


Notary Public, State of Florida at large

My Commission Expires:



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