

PO0000087248

Registrar's Name _____
 Address _____
 City/State/Zip _____ Phone # _____
No Return

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

500003675555-6
 -02/12/01--01155--023
 *****43.75 *****43.75

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

FILED
 01 FEB 12 AM 9:24
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

PO0000087248
3rd amend + 2nd copy
**Cert copy*
2-12-01

Examiner's Initials

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
Vinyl Impact Products, Inc.**

Pursuant to the provisions of section 607.1007, Florida Statutes, this Florida profit corporation which originally filed its articles of incorporation in Florida on September 13, 2000, effective September 11, 2000 amends and restates its articles of incorporation in the entirety as follows:

FIRST: The name of the corporation (hereinafter called the "**Corporation**") is Vinyl Impact Products, Inc.

SECOND: The principal place of business and mailing address of the Corporation shall be:

Vinyl Impact Products, Inc.
6431 Topaz Court
Fort Myers, FL 33901

The Board of Directors of the Corporation may from time to time move the principal office to any other address within or without the state of Florida and may establish branch offices in such other place or places as may be designated by the Board of Directors.

THIRD: The name and Florida street address of the registered agent of the Corporation who accepted service upon filing of the original articles of incorporation is:

Kurt A. Streyffeler, Esq.
2222 Second Street
Fort Myers, FL 33901

FILED
01 FEB 2 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOURTH: The aggregate number of shares of stock that this Corporation is authorized to have outstanding at any one time is as follows:

7,500 shares, \$1.00 par value common

FIFTH: The Corporation has as its purpose the engaging in all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

SIXTH: 1. The personal liability of the Directors of the Corporation is eliminated to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented.

2. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

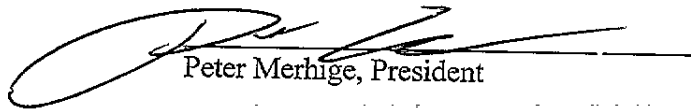
3. No shareholder shall have the right to cumulate his votes in any election of directors.

4. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting upon the written consent of shareholders who would have been entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting.

5. No contract or other transaction between this Corporation and any other corporation, whether or not a majority of the capital stock of the same shall be owned by this Corporation, shall be affected or invalidated by reason of the fact that any one or more of the directors of this corporation is interested in, or is a director or officer, or are directors or officers, of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, act or transactions of the Corporation with any person or persons, firm or other corporation shall be affected or invalidated by the fact that any director or directors, or officer or officers, of this Corporation is a party or are parties to, or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or other corporation.

The above Amended and Restated Articles of Incorporation were approved by the unanimous written consent of all of the directors and shareholders on October 16, 2000 and are to be effective on filing.

Signed this 16th day of October 2000.


Peter Merhige, President