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HOUSTON & SHAHADY, P.A.

316 Northeast Fourth Street
Fort Lauderdale, Florida 33301

Thomas R. Shahady, Esq.
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October 31, 2000

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

900003451333--5
-11/03/00--01061--003
*****122.50 *****78.75

Re: *Skylights USA Corp.*

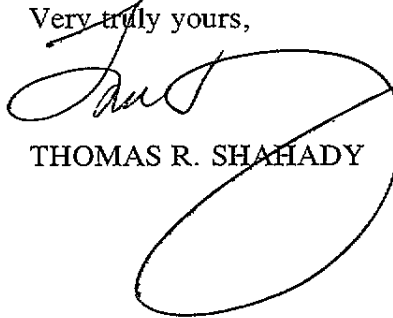
Gentlemen:

I am enclosing the original and one copy of the Articles of Incorporation to be filed for **Skylights USA Corp.**, along with my check in the amount of \$122.50 which represents the filing fee for the Articles of Incorporation.

Please file these Articles of Incorporation and return a conformed copy to this office.

If you have any questions, please advise.

Very truly yours,


THOMAS R. SHAHADY

FILED
00 NOV -3 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRS/bsk
enclosures

✓ T. Burch NOV 5 2000

**ARTICLES OF INCORPORATION
OF
SKYLIGHTS USA CORP.**

FILED
00 NOV -3 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is **SKYLIGHTS USA CORP.**

ARTICLE II

The purpose or purposes for which this corporation is organized is for any purpose permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III

This corporation is authorized to issue a maximum of Ten Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The initial street address of the principal office of this corporation shall be: 316 Northeast Fourth Street, Fort Lauderdale, Florida, 33301, and the Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI

The number of Directors may be altered, from time to time, by By-Laws adopted by the Shareholders, however, the corporation shall have no less than one (1) Director at any time.

ARTICLE VII

The name and post office address of the first Board of Directors and officers of this corporation, who shall hold office for the first year or until their successors are chosen, shall be:

Myron Goodrich
President/Director

10411 N.w. 18th Drive
Plantation, FL 33322

ARTICLE VIII

The name and address of the Subscriber of these Articles of Incorporation is as follows:

Thomas R. Shahady

316 Northeast Fourth Street
Fort Lauderdale, FL 33301

ARTICLE IX

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

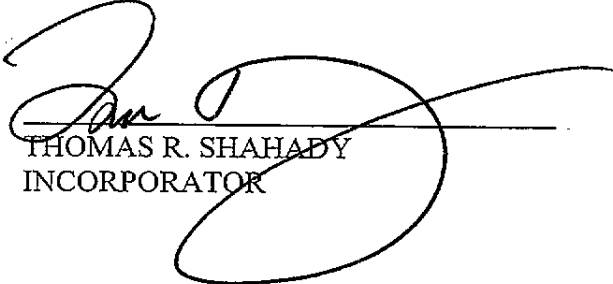
Thomas R. Shahady

316 Northeast Fourth Street
Fort Lauderdale, FL 33301

ARTICLE X

The corporation's existence will commence upon the filing of the Articles of Incorporation.

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.



THOMAS R. SHAHADY
INCORPORATOR

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared THOMAS R. SHAHADY, to me known to be the person described in the foregoing Articles of Incorporation, and he acknowledged before me that he executed said Articles of Incorporation.

WITNESS my hand and official seal at Fort Lauderdale, County of Broward, State of Florida, this 10 day of October, 2000.



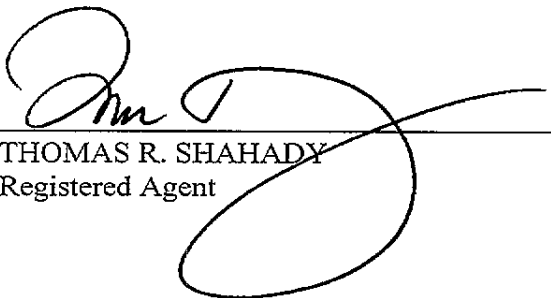
Notary Public - State of Florida

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
BRENDA S KRISSEL
COMMISSION # CC806871
EXPIRES 4/4/2003
BONDED THRU AEA 1-888-NOTARY1

ACCEPTANCE OF REGISTERED AGENT

I, THOMAS R. SHAHADY, do hereby accept designation of Registered Agent for
SKYLIGHTS USA CORP.



THOMAS R. SHAHADY
Registered Agent