

TRANSMITTAL LETTER

PO1000002753

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

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*****87.50 *****87.50

SUBJECT: J.P. ALUMINIUM, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: ROBERT L. VAUGHN, P.A.
Name (Printed or typed)

12995 SO. CLEVELAND AVE #208
Address

FT. MYERS, FL 33907
City, State & Zip

941-936-9393
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN -3 AM 8:41

NOTE: Please provide the original and one copy of the articles.

g 1/9/01

Articles of Incorporation

of

J.P. Aluminium, Inc.

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DIVISION OF CORPORATIONS

01 JAN -3 AM 8:41

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles of Incorporation for such Corporation:

The undersigned incorporators, 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 is J.P. Aluminium, Inc.

Article II
Corporate Existence

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles of Incorporation with the Florida Department of State.

Article III
Stock

Section A. Authorized Common Voting Shares. The aggregate number of common voting shares which the Corporation is authorized to issue is 100 shares of no par value common voting stock.

1. Voting Rights and Notice. At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. Dividends. Except where otherwise provided by law or by these Articles of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. Liquidation. Except where otherwise provided by law or by these Articles of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting and non-voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting and non-voting shares without distinction according to their respective shares.

Section B. Authorized Common Non-Voting Shares. The aggregate number of common non-voting shares which the Corporation is authorized to issue is 100 shares of no par value common non-voting stock.

1. **Dividends.** Except where otherwise provided by law or by these Articles of Incorporation, dividends may be paid on the common non-voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common non-voting shares without distinction according to their respective shares.

2. **Liquidation.** Except where otherwise provided by law or by these Articles of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting and non-voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting and non-voting shares without distinction according to their respective shares.

Section C. Cumulative Voting. There shall be no cumulative voting.

Section D. No Pre-emptive Rights of Shareholders. No holder of any shares of the Corporation shall have any pre-emptive or other subscription rights or be entitled, as of right, to purchase or subscribe for any part of the unissued shares of the Corporation or of any additional shares issued by reason of any increase of authorized shares of the Corporation or other securities whether or not convertible into shares of the Corporation.

Article IV **Registered Agent And Office**

The address of the initial Registered Office of the Corporation is 12995 South Cleveland Avenue #208, Fort Myers, Florida 33907, and the name of its initial Registered Agent at such address is Robert L. Vaughn, Esquire.

Article V **Principal Office**

The address of the principal office of the Corporation is 18091 Constitution Circle, Fort Myers, Florida 33912.

Article VI **Agent For Service Of Process**

The Department of State of the state of Florida is designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served. The address to which the Department of State shall mail a copy of process in any action or proceeding against the Corporation which may be served upon it is 12995 South Cleveland Avenue #208, Fort Myers, Florida 33907.

Article VII **Incorporator**

The name and address of the Incorporator is:

James Palenkas
18091 Constitution Circle
Fort Myers, Florida 33919

The Incorporator, whose name and address is set forth above, shall serve as Director of the Corporation until the first annual meeting of the Shareholders of the Corporation, or until its successor is elected and qualified.

Article VIII **Purpose And Power**

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

In connection with the above-mentioned purposes, the Corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Business Corporation Act.

Article IX **Committees**

The Board of Directors may designate from its number an Executive Committee and one or more other committees, each to consist of at least one Director, which shall in the intervals between its meetings and to the extent provided by the Bylaws exercise all the powers of the Board of Directors so far as it may lawfully do so in the management of the business and affairs of the Corporation.

Article X **Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by any Officer of the Corporation, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Corporation.

Article XI **Amendment Of Articles**

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

Dated December 19, 2000.

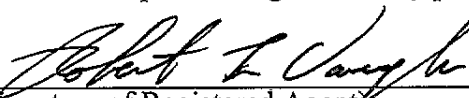

James Palenkas
Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Acceptance

01 JAN -3 AM 8:41

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 obligation of my position as registered agent.


(Signature of Registered Agent)

December 19, 2000
(Date)

State of Florida

County of Lee

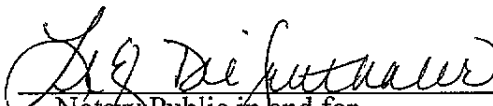
)
) ss.

The foregoing instrument was acknowledged before me this December 19, 2000 by
~~James Palenkas.~~ ROBERT VAUGHN

(Seal, if any)



Liz Diefenthaler
My Commission CC926659
Expires April 10, 2004


Notary Public in and for
said State

My commission expires on _____.