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STEARNS WEAVER MILLER

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AMENDMENT

09-14-09

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SPEYER DOOR AND WINDOW, INC.**

The Articles of Incorporation, as amended, of SPEYER DOOR AND WINDOW, INC., a Florida corporation ("Corporation"), are hereby amended pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, and such amendments are set forth as follows:

FIRST: Article III is hereby deleted in its entirety and replaced with the following:

ARTICLE III

CAPITALIZATION

The total amount of capital stock authorized shall be 70,000,000 shares of common stock having a par value of \$.01 per share and 20,000,000 shares of preferred stock having a par value of \$.01 per share.

The preferred stock may be divided into one or more series or classes, with each series separately designated so as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors is authorized, without the necessity of further action or approval by the shareholders, to divide the preferred stock into one or more series or classes, by adoption of supplementary sections or amendments to these Articles of Incorporation, having the relative rights, preferences and limitations as may from time to time be determined by the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors is authorized to fix and determine:

1. The number of shares which shall constitute the series and the designation and par value of such shares;
2. The rate and the time at which dividends on that series shall be paid, whether dividends shall be cumulative and the participating or other special rights, if any, with respect to dividends;
3. The voting powers, full or limited, if any, of shares of such series;
4. Whether the shares of such series shall be redeemable and, if so, the price(s) at which, and the terms and conditions on

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which, such shares may be redeemed and the terms and amount of any sinking fund or purchase fund, if any, for the purchase or redemption of that series;

5. The amount(s) payable upon the shares of such series in the event of voluntary or involuntary liquidation, dissolution, or winding up of this corporation;
6. The terms upon which the holder of any series may convert their shares into any class or classes;
7. The price or other consideration for which the shares of such series shall be issued; and
8. Whether the shares of such series which are redeemed or converted shall have the status of authorized but unissued shares of serial preferred stock and whether such shares may be reissued as shares of the same or any other series of serial preferred stock.

Each share of each series of serial preferred stock shall have the same relative rights as and be identical in respects with all the other shares of the same series.

SECOND: Article III is hereby further amended to add after the end of such amended Article III the following relating to the initial series of preferred stock of the Corporation:

Section 1. Designation, Amount and Stated Value. A series of Preferred Stock shall be designated the "Series A Convertible Preferred Stock" (the "Series A Preferred Stock") and the number of shares constituting such series shall be an aggregate of Seven Million Five Hundred Thousand (7,500,000) shares, par value \$0.01 per share. The initial stated value of the Series A Preferred Stock shall be \$1.00 per share (the "Initial Stated Value" and, as the same may be adjusted from time to time pursuant to Section 3 hereof, the "Stated Value").

Section 2. Rank. The Series A Preferred Stock shall rank, with respect to dividends and distributions upon the liquidation, winding-up and dissolution of the Corporation, whether voluntary or involuntary, (i) except to the extent set forth in Section 2(b) hereof, senior to all classes of Common Stock of the Corporation and to each other class of capital stock or series of preferred stock established by the Board of Directors, the terms of which do not expressly provide that it ranks senior to or on a parity with the Series A Preferred Stock as to dividends and distributions upon the liquidation, winding-up and dissolution of the Corporation (collectively referred to with the Common Stock of the Corporation as "Junior Securities"); (ii) on a parity with any other class of capital stock or series of preferred stock of the Corporation established by the Board of Directors, the terms of

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which expressly provide that such class or series will rank on a parity with the Series A Preferred Stock as to dividends and distributions upon the liquidation, winding-up and dissolution of the Corporation (collectively referred to as "Parity Securities"); and (iii) junior to each other class of capital stock or series of preferred stock of the Corporation established by the Board of Directors, the terms of which expressly provide that such class or series will rank senior to the Series A Preferred Stock as to dividends and distributions upon liquidation, winding-up and dissolution of the Corporation (collectively referred to as "Senior Securities").

Section 3. Dividends.

(a) The holders of shares of Series A Preferred Stock shall be entitled to receive, when, as and if dividends are declared by the Board of Directors out of funds of the Corporation legally available therefor, dividends in the amounts set forth below. Dividends shall be payable quarterly in arrears at an annual rate of five percent (5%) of the \$1.00 Initial Stated Value of the Series A Preferred Stock on June 30, September 30, December 31 and March 31 of each year (each a "Dividend Payment Date") or, if any such date is not a Business Day, on the next succeeding Business Day, with respect to the quarterly dividend period beginning on the preceding April 1, July 1, October 1 and January 1, respectively, and ending on such Dividend Payment Date. Dividends shall be paid to the holders of record at the close of business on the record date specified by the Board of Directors at the time such dividend is declared. Dividends may be paid in cash, or at the election of the Corporation, in additional shares of Series A Preferred Stock. In the event dividends are paid in additional shares of Series A Preferred Stock, the amount of such additional shares shall be calculated by dividing the amount of the cash dividends that would be otherwise payable by the Stated Value of the Series A Preferred Stock. To the extent that the foregoing calculation of the number of shares payable in respect of a dividend would, after aggregating all such dividends payable to a holder of Series A Preferred Stock, result in the payment of a fractional share to such holder, cash in an amount equal to the Stated Value multiplied by such fractional portion shall be paid to such holder in lieu thereof. Dividends on a share of the Series A Preferred Stock that are not paid in cash or additional shares of Series A Preferred Stock on the Dividend Payment Date for the dividend period to which they relate shall accrue until paid (without interest thereon) and may be paid (in cash or in additional shares of Series A Preferred Stock) at any time upon the determination of the Board of Directors. Dividends shall be computed on the basis of a 360-day year consisting of twelve 30-day months, and will be deemed to accrue on a daily basis for purposes of determining accrued dividends payable upon redemption. The initial dividend for shares of the Series A Preferred Stock, payable on the first Dividend Payment Date, shall be pro-rated and shall accrue from the date such shares are first issued. Except as provided in Section 5(c) hereof with respect to optional conversion of the Series A Preferred Stock, all dividends paid with respect to the Series A Preferred Stock shall be paid ratably to the holders entitled thereto.

(b) No dividend or other distribution, other than dividends payable solely in shares of Junior Securities or through increases in stated value of Junior Securities, shall be declared, paid or set apart for payment on shares of Junior Securities unless and until all accrued and unpaid dividends, if any, on the Series A Preferred Stock from the most recent Dividend Payment Date to

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the date of such dividend or distribution shall have been paid in full in cash, or declared and a sum of money sufficient for the payment thereof in full in cash set apart. No dividends or other distributions, other than dividends or other distributions payable solely in shares of Parity Securities or through increases in stated value of Parity Securities, shall be paid on any Parity Securities except on dates on which dividends are paid in cash on the Series A Preferred Stock. Except as provided in Section 5(c) hereof with respect to optional conversion of the Series A Preferred Stock, all cash dividends paid or declared and set apart for payment on the Series A Preferred Stock and any Parity Securities shall be paid or declared and set apart for payment pro rata so that the amount of cash dividends paid or declared and set apart for payment per share on the Series A Preferred Stock and the Parity Securities on any date shall in all cases bear to each other the same ratio that accrued and unpaid dividends on the Series A Preferred Stock from the most recent Dividend Payment Date to the date of such dividend or distribution, and accrued and unpaid dividends on the Parity Stock for all prior dividend periods to the date of such dividend or distribution, if any, bear to each other. Holders of the Series A Preferred Stock will not be entitled to any dividends, whether payable in cash, property or stock, in excess of the dividends as herein described and are not entitled to participate with respect to any dividends on the Common Stock or any other class of securities of the Corporation.

(c) No dividend or other distribution, other than dividends payable solely in shares of Series A Preferred Stock shall be declared, paid or set apart for payment on shares of Series A Preferred Stock unless and until all accrued and unpaid dividends, if any, on Senior Securities shall have been paid, or declared and a sum of money sufficient for the payment thereof set apart.

Section 4. Liquidation Preference. Upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, each holder of shares of the Series A Preferred Stock will be entitled to payment, out of the assets of the Corporation available for distribution to its shareholders, of an amount per share (the "Liquidation Amount") in cash equal to the sum of (i) Stated Value plus (ii) the amount of any accrued but unpaid dividends on the Series A Preferred Stock, before any distribution is made on any Junior Securities, including without limitation Common Stock of the Corporation, but only after the payment in full of all amounts payable upon such liquidation, dissolution or winding-up on all Senior Securities. After payment in full of the Liquidation Amount as set forth in the preceding sentence, holders of the Series A Preferred Stock will not be entitled to any further participation in any distribution of assets of the Corporation in respect of such Series A Preferred Stock. If, upon any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the amounts payable with respect to the Series A Preferred Stock and all other Parity Securities are not paid in full, the holders of the Series A Preferred Stock and the Parity Securities will share equally and ratably in any distribution of assets of the Corporation in proportion to the full liquidation preference to which each is entitled.

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Section 5. Conversion.

(a) Optional Conversion. Shares of Series A Preferred Stock shall, be convertible, at the option of the holder thereof, at any time in whole, but not in part, into fully paid and non-assessable shares of Common Stock. The number of shares of Common Stock into which each share of Series A Preferred Stock may be converted shall be equal to the quotient of the Liquidation Value of such share divided by the conversion price in effect at the time of conversion determined as hereinafter provided (the "Conversion Price"). The initial Conversion Price shall be the Initial Liquidation Value (which is equal to the Initial Stated Value, before there are any accrued but unpaid dividends), so that initially one share of Series A Preferred Stock shall be convertible into one share of Common Stock. All rights to any accrued but unpaid dividends on shares of Series A Preferred Stock will terminate upon conversion pursuant to any provision of this Section 5. In order for a holder to elect voluntary conversion of the Series A Preferred Stock, the holder must convert all of the shares of Series A Preferred Stock Beneficially Owned by such holder.

(b) Mandatory Automatic Conversion. Each outstanding share of Series A Preferred Stock shall immediately prior to, and conditioned upon, the occurrence of a Fundamental Change or a Registration Event (each, a "Mandatory Conversion Event"), be automatically converted into a number of fully paid and non-assessable shares of Common Stock equal to the quotient of the Liquidation Value of such share divided by the Conversion Price then in effect.

(c) Mechanics of Conversion. In order to exercise the conversion right (or upon notice from the Corporation upon the occurrence of any mandatory automatic conversion under Section 5(b) hereof), the holder of shares of Series A Preferred Stock shall surrender the certificate or certificates representing such shares, duly endorsed or assigned in blank to the Corporation, at the office of the Corporation, together with in the case of voluntary exercise written notice to the Corporation of the holder's election to convert and written instructions regarding the registration and delivery of certificates for shares of Common Stock acquired thereby (a "Conversion Notice"). As promptly as practicable after receipt of a Conversion Notice or upon the occurrence of a Mandatory Conversion Event (and in any event, within ten (10) days thereafter), the Corporation shall issue and deliver to the holder to the place designated by such holder, a certificate or certificates for the number of full shares of Common Stock to which such holder is entitled. Notwithstanding the preceding sentence, at any time before the actual issuance of the certificates representing shares of Common Stock, the Corporation may elect to pay in cash all or any part of any accrued but unpaid dividends on the Series A Preferred Stock submitted for optional conversion, in which event: (i) the Liquidation Value of the Series A Preferred Stock being converted shall be reduced by the amount of such payment (pro rata over the number of Series A Preferred Stock being converted) and the number of shares of Common Stock issuable upon conversion of the Series A Preferred Stock shall be correspondingly reduced, and (ii) the Corporation shall promptly remit to the former holder of the Series A Preferred Stock a check in the aggregate amount of any accrued but unpaid dividends that it so elects to pay. The person entitled to receive shares of Common Stock issuable upon conversion shall be deemed to have become the holder of record of such shares of Common Stock at the close of business on the date upon which

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the conversion right is so exercised or, in the event of an automatic conversion upon occurrence of the circumstances set forth in Section 5(b) above, on the date so specified in Section 5(b).

(d) Adjustments. The Conversion Price shall be subject to adjustment from time to time as follows:

(i) In case the Corporation shall at any time or from time to time after the original issuance of the Series A Preferred Stock declare a dividend or make a distribution on all of the outstanding shares of Common Stock in shares of Common Stock, or effect a subdivision, combination, consolidation or reclassification of the outstanding shares of Common Stock into a greater or lesser number of shares of Common Stock, then, and in each such case, the Conversion Price in effect immediately prior to such event or the record date therefor, whichever is earlier, shall be adjusted by multiplying such Conversion Price by a fraction, the numerator of which is the number of shares of Common Stock that were outstanding immediately prior to such event and the denominator of which is the number of shares of Common Stock outstanding immediately after such event. An adjustment made pursuant to this Section 5(d)(i) shall become effective (x) in the case of any such dividend or distribution, immediately after the close of business on the record date for the determination of holders of shares of Common Stock entitled to receive such dividend or distribution, or (y) in the case of any such subdivision, reclassification, consolidation or combination, at the close of business on the day upon which such corporate action becomes effective.

(ii) In case of any capital reorganization or reclassification of outstanding shares of Common Stock (other than a change in par value or other reclassification covered by Section 5(d)(i)), or in case of any consolidation or merger of the Corporation with or into another entity that results in a reclassification, change, conversion, exchange or cancellation of outstanding shares of Common Stock, or in case of any sale or transfer of the property of the Corporation as an entirety or substantially as an entirety, each share of Series A Preferred Stock then outstanding shall thereafter be convertible into, in lieu of the Common Stock issuable upon such conversion prior to the consummation of such transaction, the kind and amount of shares of stock and other securities and property (including cash) receivable upon the consummation of such transaction by a holder of that number of shares of Common Stock into which one share of Series A Preferred Stock was convertible immediately prior to such transaction. In any such case, if necessary, appropriate adjustment (as determined in good faith by the Board of Directors) shall be made in the application of the provisions set forth in this Section 5 with respect to rights and interests thereafter of the holders of shares of Series A Preferred Stock to the end that the provisions set forth herein for the protection of the conversion rights of the Series A Preferred Stock shall thereafter be applicable, as nearly as reasonably may be, to any such other shares of stock and other securities and property deliverable upon conversion of the shares of Series A Preferred Stock remaining outstanding (with such adjustments in the conversion price and number of shares issuable upon conversion and such other adjustments in the provisions hereof as the Board of Directors shall determine in good faith to be appropriate). In case securities or property other than Common Stock shall be issuable or deliverable upon conversion as aforesaid, then all references in this Section 5 shall be deemed to apply, so far as appropriate and as nearly as may be, to such other securities or property.

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(e) Fractional Shares. In connection with the conversion of any shares of Series A Preferred Stock, no fractions of shares of Common Stock shall be issued, but in lieu thereof the Corporation shall pay a cash adjustment in respect of such fractional interest in an amount equal to such fractional interest multiplied by the Market Price of such fractional interest on the day on which such shares of Series A Preferred Stock are deemed to have been converted. If more than one share of Series A Preferred Stock is surrendered for conversion at the same time (or in a series of related conversions) by the same holder, the number of full shares of Common Stock issuable upon the conversion will be computed on the basis of all shares of Series A Preferred Stock surrendered at that time by that holder.

(f) Notice of Certain Events. In case at any time or from time to time (i) the Corporation shall pay any dividend or make any other distribution to all of the holders of its Common Stock, (ii) there shall be any capital reorganization or reclassification of the Common Stock of the Corporation or consolidation or merger of the Corporation with or into another entity, or any sale or transfer to another entity of the property of the Corporation as an entirety or substantially as an entirety, (iii) there shall be a voluntary or involuntary dissolution, liquidation or winding up of the Corporation, (iv) the Corporation proposes to consummate a Registration Event, then, in any one or more of said cases the Corporation shall give at least 10 days' prior written notice, or (v) within 10 days after the Corporation's knowledge of any Change of Control (the time of mailing of such notice shall be deemed to be the time of giving thereof) to the registered holders of the Series A Preferred Stock at the addresses of each as shown on the books of the Corporation of the date on which (i) the books of the Corporation shall close or a record shall be taken for such dividend or distribution, (ii) such reorganization, reclassification, consolidation, merger, sale or transfer, dissolution, liquidation or winding up shall take place, (iii) such Registration Date is proposed to occur, or (iv) the date of the Change of Control, as the case may be.

(g) Notice of Adjustments. Upon any adjustment of the Conversion Price, the Corporation shall give written notice thereof, by first class mail, postage prepaid, to each holder of Series A Preferred Stock at the address of such holder as shown on the records of the Corporation, which notice shall state the Conversion Price resulting from such adjustment and set forth in reasonable detail the method of calculation and the facts upon which such calculation is based.

(h) Reservation of Common Stock. The Corporation covenants that during the period within which the conversion rights represented by the Series A Preferred Stock may be exercised, the Corporation will at all times have authorized and reserved a sufficient number of shares of Common Stock to provide for the conversion of all outstanding shares of Series A Preferred Stock. Any shares of Series A Preferred Stock that have been converted will, after such conversion, be deemed cancelled and retired and, following the filing of any certificate required by Florida law, have the status of authorized but unissued preferred stock, without designation as to series until such shares are once more designated as part of a particular series by the Board of Directors.

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Section 6. Voting Rights. Except as otherwise provided herein or as required by law, each share of Series A Preferred Stock issued and outstanding shall have the number of votes equal to the number of shares of Common Stock into which such shares of Series A Preferred Stock, as applicable, are convertible as adjusted from time to time pursuant to Section 5 hereof (but disregarding any accrued but unpaid dividends on the Series A Preferred Stock for purposes of making such calculation). Except as otherwise provided herein or as required by law, the Common Stock and the Series A Preferred Stock shall vote together as a single class. Fractional votes by the holders of Series A Preferred Stock shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares into which shares of Series A Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number.

Section 7. Additional Definitions. The following terms shall have the following meanings.

(a) "Affiliate" means, with respect to any person or entity, any other person or entity that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, such specified person or entity.

(b) "Beneficial Owner", "Beneficially Own" and "Beneficial Ownership" have the meaning given such term in Rule 13d-3 under the Securities Exchange Act of 1934, and a person's beneficial ownership of securities will be calculated in accordance with the provisions of such Rule.

(c) "Existing Major Shareholder" means any shareholder of the Corporation whom Beneficially Owns at least ten percent (10%) of the issued and outstanding shares of the Corporation's capital stock as of the date of filing of the Articles of Amendment with the Florida Department of State relating to the adoption of the Series A Preferred Stock

(d) "Fundamental Change" means the occurrence of any of the following:

(i) any merger, consolidation, stock or asset purchase, recapitalization or other business combination transaction (or series of related transactions) as a result of which the shares of capital stock of the Corporation entitled to vote generally in the election of directors and the Series A Preferred Stock (treated on an as-converted basis) immediately prior to such transaction (or series of related transactions) are converted into and/or continue to represent (on an as-converted basis in the case of the Series A Preferred Stock), in the aggregate, less than 50% of the total voting power of all shares of capital stock that are entitled to vote generally in the election of directors of the entity surviving or resulting from such transaction (or ultimate parent thereof);

(ii) any person or group, together with any Affiliates thereof (other than any Existing Major Shareholder or any of their respective Affiliates), has, directly or indirectly, become the Beneficial Owner of more than 50% of the total voting power of all shares of capital stock of the Corporation that are entitled to vote generally in the election of directors;

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(iii) any person or group, together with any Affiliates thereof (other than any Existing Major Shareholder or any of their respective Affiliates), has, directly or indirectly, acquired the right to elect or designate by contract or otherwise, at least a majority of the members of the Board of Directors of the Corporation; or

(iv) the sale, transfer or disposition by the Corporation of all or substantially all of the assets or business of the Corporation (on a consolidated basis with any subsidiaries) to any person, group or entity.

(e) "Market Price" of the Common Stock means: (a) in connection with a conversion of Series A Preferred Stock in connection with any IPO, the actual price per share of Common Stock sold in the IPO; (b) in connection with any conversion other than in the IPO at a time when Common Stock is listed on any securities exchange or quoted in the NASDAQ System or the over-the-counter market, the average of the closing prices of such security's sales on all securities exchanges on which such security may at the time be listed, or, if there has been no sales on any such exchange on any day, the average of the highest bid and lowest asked prices on all such exchanges at the end of such day, or, if on any day such security is not so listed, the average of the representative bid and asked prices quoted in the NASDAQ System as of 4:00 P.M., New York time, or, if on any day such security is not quoted in the NASDAQ System, the average of the highest bid and lowest asked prices on such day in the domestic over-the-counter market as reported by the National Quotation Bureau, Incorporated, or any similar successor organization, in each such case averaged over a period of days consisting of the day as of which "Market Price" is being determined and the 10 consecutive business days prior to such day; and (c) in connection with any conversion at any time when Common Stock is not listed on any securities exchange or quoted in the NASDAQ System or the over-the-counter market, the "Market Price" shall be the fair value thereof determined by the Corporation's Board of Directors in its good faith judgment.

(f) "Registration Event" means the date upon which any registration statement relating to the Corporation (or any parent company or successor) or any class of its capital stock has become effective under either the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934 (or any successor statute to either of such Acts), including without limitation, pursuant to any (i) initial public offer and sale of Common Stock pursuant to a registration statement on Form S-1 (or similar form) (an "IPO"), or (ii) merger or similar transaction with a company that has any class of securities that is already so registered under either such Acts (regardless of whether or not the Corporation is the survivor of such merger or similar transaction and irrespective of the whether or not the merger or similar transaction would constitute a Fundamental Change (such as by reverse merger with a "public shell" company).

Section 8. Severability of Provisions. Whenever possible, each provision hereof shall be interpreted in a manner as to be effective and valid under applicable law, but if any provision hereof is held to be prohibited by or invalid under applicable law, such provision shall be ineffective only to the extent of such prohibition or invalidity, without invalidating or otherwise adversely affecting the

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remaining provisions hereof, unless to do so would contravene the present valid and legal intent of the Corporation and the initial purchaser of the Series A Preferred Stock.

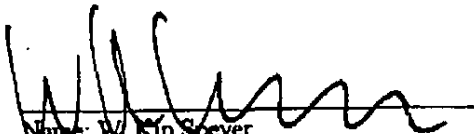
THIRD: The undersigned hereby certifies that the foregoing amendments were duly approved and adopted by the Board of Directors of the Corporation on September 4, 2009 and by the shareholders of the Corporation on September 4, 2009. The number of votes cast for each of the foregoing amendments by the Corporation's Board and shareholders was sufficient for approval.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 17 day of September, 2009, and affirm under the penalties of perjury that the statements contained herein are true.

SPEYER DOOR AND WINDOW, INC.


Name: W. Kip Speyer
Title: President

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