

PO60000041076

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000257369 3)))



H060002573693ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : ARNOLD MATHENY & EAGAN, P.A.
Account Number : I20000000141
Phone : (407) 841-1550
Fax Number : (407) 420-1829

2006 OCT 23 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

COR AMND/RESTATE/CORRECT OR O/D RESIGN

AMERICAN SUPERIOR BUILDING PRODUCTS INC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

AOE
10/23/06

Oct. 23. 2006 11:52AM

H06000257369 3

No. 6282 P. 3

FILED

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

AMERICAN SUPERIOR BUILDING PRODUCTS

DOCUMENT NUMBER P06000041076

ARTICLES OF INCORPORATION ORIGINALLY FILED ON MARCH 21, 2006

The Articles of Incorporation are amended and restated to eliminate and amend Article I through VII as provided below.

ARTICLE I

Name, Principal Place of Business, and Duration

The name of the Corporation is American Superior Building Products Inc. The principal place of business and mailing address of the Corporation is 4285 SW Martin Highway, Palm City, Florida 34990. The duration of the Corporation is perpetual.

ARTICLE I

Registered Office and Agent

The address of the registered office in the State of Florida is Michael C. Moran, in the City of Palm City, County of Martin. The name of the registered agent at such address is Michael C. Moran.

ARTICLE II

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

ARTICLE III

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 40,000,000 shares consisting of 20,000,000 shares of Series A Common Stock and 10,000,000 shares of Series B Common Stock (collectively "Common Stock"), and 10,000,000 shares of Preferred Stock.

2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the Common Stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors ratably in proportion to the number of shares of Common Stock held by them respectively.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of Preferred Stock, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(d) Each holder of Series A Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

(e) No holder of Series B Common Stock shall be entitled to vote with respect to any share of such stock, except to the extent expressly required by the Business Corporation Act of Florida.

3. The designations, voting powers, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions of the Preferred Stock shall be established by the Board of Directors. The Board of Directors is authorized to provide for the issuance of such Preferred Stock in any number or types of classes and/or series and, by filing the appropriate Articles of Amendment (including an Amendment and Restatement of these Articles) with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each such class and/or series and the designations, voting powers, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions of each such class and/or series.

4. The holders of shares of Series A Common Stock shall vote on all matters submitted or required to be submitted to the shareholders of the Corporation as a separate class of capital stock of the Corporation. All references in these Articles of Incorporation, the Bylaws of the Corporation and the Business Corporation Act of Florida to a majority of shares issued and outstanding and entitled to vote or similar language of similar import and purpose, in context, shall mean a majority of shares of each class issued by the Corporation and outstanding and entitled to vote.

5. The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

6. Any person, upon becoming the owner or holder of any shares of the capital stock having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE IV

Incorporator

1. The name and mailing address of the incorporator of this Corporation is as follows:

Name	Address
Apex Accountants & Consultants Inc	4285 SW Martin Highway Palm City, Florida 34990

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE V

Board of Directors

1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the By-Laws of the Corporation.

2. (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders is as follows:

Name	Address
Michael C. Moran	4285 SW Martin Highway Palm City, Florida 34990
Michael R. Koplas	4285 SW Martin Highway Palm City, Florida 34990

ARTICLE VI

Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Section 607.0901, Florida Statutes (Section 26 of the Florida Business Corporation Act) as the same such section exists as of the date hereof or as such section may hereafter be amended.

ARTICLE VII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision 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.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED: 10/20/06, 2006.


David Saintsing, Chief Executive Officer

H06000257369 3

**CERTIFICATE
OF
AMENDMENT AND RESTATEMENT**

The undersigned officer of American Superior Building Products Inc., a Florida corporation, do hereby certify and attest that by Action by Written Consent, the Board of Directors and Shareholders of the Corporation by unanimous and majority action, respectively, voted and consented to amend and, as amended, restate Articles I through VII, inclusive, of the Articles of Incorporation of American Superior Building Products Inc. as set forth in the Amended and Restated Articles of Incorporation dated this date and executed by the Chief Executive Officer of the Corporation.

Dated: 10/20/06, 2006



David Saintsing, Chief Executive Officer