

P95000024753

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: The Simon Group
Inc.

C.C. FEE. DISBURSED

Capital Express™
☒ Art. of Inc. File
Corp. Record Search
Ltd. Partnership File
Foreign Corp. File
☒ () Cert. Copy(s)

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****122.50 ****122.50

Art. of Amend. File
Dissolution/Withdrawal
C U S-
Fictitious Name File

Name Reservation
Annual Report/Reinstatement
Reg. Agent Service
Document Filing

Corporate Kit
Vehicle Search
Driving Record
Document Retrieval

UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
File No.'s, Copies

Courier Service
Shipping/Handling
Phone ()

Top Priority
Express Mail Prep.
FAX () pgs.

SUBTOTALS _____

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit Invoice number with payment

TERMS: NET 10 DAYS FROM INVOICE DATE

1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU

from

Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY DAK _____

WALK-IN Will Pick Up 328 1200

95 MAR 28 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

THE SIMONTON GROUP, INC.

FILED

95 MAR 28 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation under and by virtue of the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, states as follows:

ARTICLE I

Name and Address of Corporation

The name of this corporation shall be THE SIMONTON GROUP, INC., and the principal place of business and mailing address is 1771 Glencoe Rd., Winter Park, Florida 32789.

ARTICLE II

Objects and Purposes of Corporation

The objects and purposes of the corporation and the general nature of the business or businesses to be transacted shall be:

1. To engage in any lawful businesses permitted or allowed under the Florida General Corporation Act.
2. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
3. To borrow money from any person, firm, or corporation; to issue bonds, debentures, or obligations of this corporation from time to time for any of the objects or purposes of the corporation; and to secure same by mortgage, pledge or by any other lawful means.
4. To have offices, conduct its business and promote its objects within or without the State of Florida, in other states, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.
5. To do any and all things necessary, suitable and proper for the accomplishment of any of its objects or for the exercise of any of the powers set forth above, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, whether in the State of Florida, or throughout the United States, or elsewhere, and to do any other act or acts, thing

or things incidental or pertinent to or connected with the businesses hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

6. In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE III

Term of Existence

The corporation shall have perpetual existence.

ARTICLE IV

Designation of Registered Agent and Acceptance

The name of the initial registered agent of this corporation is John V. Baum, and the address of the initial registered office of this corporation shall be 213 South Swoope Avenue, Maitland, Florida 32751.

The undersigned is familiar with, and accepts, the obligations attendant upon his appointment as registered agent of the corporation.

ARTICLE V

Capital Stock

The capital stock of the corporation shall consist of 2000 shares of common stock with a par value of \$.25 per share.

ARTICLE VI

Board of Directors

The business of the corporation shall be conducted by a board of three directors. The names and post office addresses of the initial directors of the corporation are: Joseph J. Begalla, Jr., 1771 Glencoe Rd., Winter Park, Florida 32789, O. Carl Simonton, P.O. Box 890, Pacific Palisades, California 90272 and George E. Weeks, Jr., 341 Whipporwill Dr., Riverside, California 92507.

The directors named above shall hold office for the first year of the existence of the corporation or until his successors are elected and have qualified.

ARTICLE VII

Initial Capital

The amount of capital with which the corporation shall begin business is \$500.00.

ARTICLE VIII Corporate Officers

The officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. The number of Vice-Presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors or until their successors are elected and have qualified the following shall be the officers of the corporation:

President:	Joseph J. Begalla 1771 Glencoe Rd. Winter Park, Florida 32789
Vice-President:	O. Carl Simonton P.O. Box 890 Pacific Palisades, CA 90272
Secretary:	Vacant
Treasurer:	George E. Weeks, Jr. 341 Whipporwill Dr. Riverside, CA 92507

ARTICLE IX Identity of Incorporator; Pre-emptive Rights

The name and address of the incorporator is Joseph J. Begalla, Jr., 1771 Glencoe Rd., Winter Park, Florida 32789.

Every shareholder of the corporation, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X Annual Meeting of Shareholders

1. The annual meeting of the shareholders shall be held on the first Monday of January of each year, or at such other time as may be fixed by the By-Laws, at which time the Board of Directors

shall be elected and such other business as may properly come before the meeting may be considered and transacted.

2. The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board to be held annually following the annual Shareholders' meeting.

3. The time, place and manner of calling meetings of the shareholders or directors shall be fixed by the By-Laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of such other officers and agents as the Board may deem advisable and proper, and may take such action not inconsistent with the Articles of Incorporation, and the By-Laws of the corporation and the laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the corporation.

4. The Board of Directors shall appoint a resident agent as required by the State of Florida.

ARTICLE XI

Commencement of Corporate Existence

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is as of the date of filing these Articles of Incorporation with the Secretary of State.

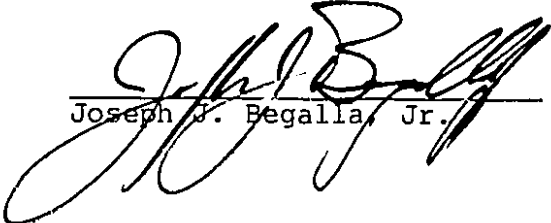
ARTICLE XII

Limits of Liability

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

A special meeting of the incorporator and his or her assigns shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and adoption of the By-Laws and the transaction of such other business as may be desired.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Maitland, Florida, on March 7, 1995.


Joseph J. Begalla, Jr.

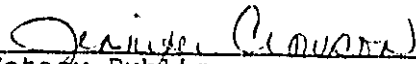
STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Joseph J. Begalla, Jr., who is personally known to me and known by me to be the person described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal on date March 7, 1995.

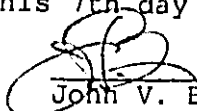
JENNIFER CROWSON
Notary Public, State of Florida
My comm. expires Sept. 21, 1998
No. CC 408679


Notary Public
My commission expires:

ACCEPTANCE BY RESIDENT AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 7th day of March, 1995.


John V. Baum,

FILED
95 MAR 28 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA