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95 APR -3 17

ACCOUNT NO. : 072100000032

REFERENCE : 569883 8461A

AUTHORIZATION :

COST LIMIT : 9 PPD

FILED
95 APR -3 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 3, 1995

ORDER TIME : 9:01 AM

ORDER NO. : 569883

CUSTOMER NO: 8461A

EFFECTIVE DATE
APR 1 1995

000001446200
-04/03/95-01069-012
***1715.00 ***102.50

CUSTOMER: Scott Glazier, Esq
BRANT MOORE SAPP MCDONALD &
WELLS, P.A.
3100 Barnett Center
50 North Laura Street
Jacksonville, FL 32202

DOMESTIC FILING

NAME: LEE & CATES BEACHES GLASS,
INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

BSB

4/3/95

ARTICLES OF INCORPORATION
OF
LEE & CATES BEACHES GLASS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is LEE & CATES BEACHES GLASS, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

EFFECTIVE DATE
APR 1 1995

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be ten thousand (10,000) shares of the common stock at a par value of One Dollar (\$1.00) per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, 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 VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 142 Madison Street, Jacksonville, FL 32204. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

Thomas D. Lee, Jr.
142 Madison Street
Jacksonville, FL 32204

Thomas D. Lee, III
142 Madison Street
Jacksonville, FL 32204

Rick Z. Padgett
142 Madison Street
Jacksonville, FL 32204

Mary Maude Padgett
142 Madison Street
Jacksonville, FL 32204

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Scott L. Glazier, Esquire
50 North Laura Street
Suite 3100
Jacksonville, FL 32201

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

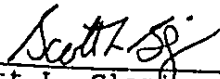
The street address of the initial registered office of this Corporation is 50 North Laura Street, Suite 3100, Jacksonville, FL 32201, and the name of the initial registered agent of this Corporation at that address is Brant, Moore, Sapp, Macdonald & Wells, P.A.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence on April 1, 1995.

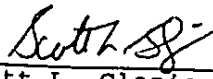


Scott L. Glazier
Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned officer, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for LEE & CATES BEACHES GLASS, INC., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

BRANT, MOORE, SAPP, MACDONALD
& WELLS, P.A.

By: 

Scott L. Glazier
Its: Vice President

61281.1/61282.1