

P95000029678

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

SUBJECT: WEATHER-TITE WINDOWS, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00. If received and processed on or before April 1, 1995 please make the incorporation effective April 1, 1995, otherwise the date processed in your office.

Please call if any questions.

Harold L. Ringeisen

FROM: Harold L. Ringeisen

Ringeisen & Worrell, P.A.
428-A Osceola Avenue
Jacksonville Beach, FL 32250
904241-6062

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Ass. Sec. 1-10-15
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FILED
95 APR 17 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 31, 1995

HAROLD L. RINGEISEN
428-A OSCEOLA AVE.
JACKSONVILLE BEACH, FL 32250

SUBJECT: WEATHER-TITE WINDOWS, INC.
Ref. Number: W95000007026

We have received your document for WEATHER-TITE WINDOWS, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kanut Khosla
Corporate Specialist

Letter Number: 895A00014634

ARTICLES OF INCORPORATION
OF
WEATHER-TITE WINDOWS, INC.

FILED
95 APR 17 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, codified as Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation (the "Articles") for such Corporation:

Article I

Name

The name of the Corporation is Weather-Tite Windows, Inc. (the "Corporation"). The principal office and place of business and mailing address of the Corporation shall initially be at 2018 Beach Boulevard, Jacksonville Beach, Florida 32250, but the Corporation may have and maintain branches, offices and places of business elsewhere in the State of Florida. The Board of Directors may change the Corporation's principal office and other offices without amending these Articles or the Corporation's Bylaws (the "Bylaws").

Articles II

Duration

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

Article III

Capital Stock

The aggregate number of shares which the Corporation is Authorized to issue is one thousand (1,000). All shares shall be of a single class, common, and shall have no par value.

Article IV

Stock Transfers - Corporation's Right of First Refusal

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the Corporation without first offering such shares for sale to the Corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the Corporation at its principal place of business; and shall

remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the Corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

Each share certificate issued by the Corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the Corporation. A copy of such Articles is on file at the principal office of the Corporation."

Article V

Purpose

The purpose of the Corporation will be to engage in any activity or business permitted under the laws of the United States and under the laws of Florida.

The Corporation shall have the authority to do everything necessary, suitable, or proper for the accomplishment of any lawful purpose, the attainment of any object, or the exercise of any authority herein set forth, either alone or in conjunction with other corporations, firms, partnerships, individuals, or as principal or agent, and to do every act or acts, thing or things incidental or appurtenant to, or growing out of, or connected with such object or authority.

Article VI

Initial Registered Office Agent

The name and address of the initial registered agent and office of this Corporation is as follows:

Russell A. Fisette
2006 Grove Street
Jacksonville Beach, FL. 32250

Article VII

Incorporator

The name and address of the Incorporator of these Articles of Incorporation is Russell A. Fisette whose address is 2006 Grove Street, Jacksonville Beach, FL 32250.

Article VIII

Officers

The officers of the Corporation shall be a President and a Secretary/Treasurer, and such other officers as may be elected or appointed in the manner, at the times and for such terms of office as is fixed by the Bylaws. The names and addresses of the persons who are to serve as officers of the Corporation until the first election are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Russell A. Fisette	2006 Grove Street Jacksonville Beach, FL 32250	President and Secretary/Treasurer

Article IX

Board of Directors

The business of the Corporation shall be managed and conducted by a Board of Directors (the "Board" or "Board of Directors") of not less than one and not more than twelve. The number of Directors may be either increased or decreased from time to time by amendment to the Bylaws or, where silent, in the manner provided by law, but shall never be less than one. The number of Directors shall be changed in accordance with provisions in the Bylaws. The qualifications of the Board of Directors, if any, shall be set forth in the Bylaws. The Board of Directors shall be elected in the manner set forth in the Bylaws.

The names and addresses of the persons who are to serve as initial directors until the first election shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Russell A. Fisette	2006 Grove Street Jacksonville Beach, FL 32250

Article X

Amendment of Bylaws

Unless otherwise prohibited by applicable law, the Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Directors of the Corporation at any meeting of the Board of Directors, or by the shareholders at any regular or special meeting of the shareholder of which due notice shall be given. Notice shall state the time and the place the meeting and the substance of the proposed amendment, alteration, rescission or other changes(s).

Article XI

Amendment to Articles

The Articles of Incorporation may be amended by vote of a majority of the Corporation's shareholders present in person or represented by proxy at a lawful meeting of the shareholders provided, however, notice is given which includes notice of the proposed amendment.

Article XII

Indemnification

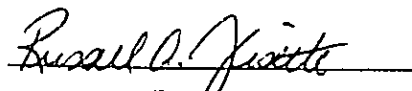
Indemnification shall be allowed as to any and all Board of Directors and Officers to the fullest extent allowed by law, as exists now or as may be provided for in the future. Indemnification shall be provided solely by majority vote of the Board of Directors as are in office at the time of the vote.

Article XIII

Directors' and Officers' Insurance

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have authority to indemnify him or her against such liability under the provisions of these Articles or under the law.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator, has executed these Articles of Incorporation this 23rd day of March, 1995.


(Incorporator)

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
WEATHER-TITE WINDOWS, INC.

Pursuant to Section 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Weather-Tite Windows, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at ~~2018 Beach Boulevard~~ ^{2006 Grove Street}, Jacksonville Beach, FL 32250.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at 2006 Grove Street, Jacksonville Beach, Florida 32250, Duval County, on this 23rd day of March, 1995.

 (SEAL)
Russell A. Fissette
Registered Agent

OFFICE OF THE
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA
APR 17 11 03:48