

1201 HAYS STREET

TALLAHASSEE, FL 32304

904/22-0171

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800-342-8086



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PRESTIGE, DAIL,  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 621525 80510A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 16, 1995

ORDER TIME : 11:53 AM

ORDER NO. : 621525

CUSTOMER NO: 80510A

CUSTOMER: Joseph Negron, Jr., Esq  
STEGER & STEGER, P.A.

1st Union Nat'l Bank Building  
301 E. Ocean Blvd., Suite 301  
Stuart, FL 34994

800001515378  
-06/16/95--01056--011  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: ACCURATE GLASS, INC.

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angela Lane

EXAMINER'S INITIALS:

T. BROWN JUN 19 1995

FILED  
95 JUN 16 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# STEGER & STEGER, P.A.

ATTORNEYS • A • I • L • A • W

## **SAM T. STEGER**

*Board Certified in Estate Planning and Probate  
Board Certified in Real Estate Law*

## **KAREN O'BRIEN STEGER**

*Board Certified in Marital and Family Law*

## **JOSEPH NEGRON, JR.**

June 7, 1995

Suite 310  
First Union Bank Bldg.  
301 East Ocean Blvd.  
Stuart, FL 34994  
(407) 287-8888  
FAX: (407) 220-3518

### **VIA HAND DELIVERY**

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: Accurate Glass, Inc.

Dear Sir:

Enclosed are the following items in connection with the above corporation:

1. Original and one copy of the Articles of Incorporation.
2. Check in the amount of \$122.50 representing the filing fee, certified copy charge, designation of registered agent and charter tax.

Please file the enclosed articles and forward a certified copy to this office.

Sincerely yours,

  
Joseph Negron, Jr.

JNJ:sh

Enclosures

cc: Mr. Donald Brooks

ARTICLES OF INCORPORATION  
FOR  
ACCURATE GLASS, INC.

FILED  
95 JUN 16 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby execute these Articles of Incorporation for the purpose of forming and becoming a corporation for profit under the Florida General Corporation Act, and do hereby certify that I have become such a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:

ACCURATE GLASS, INC.

The principal mailing address of the corporation is:

1607-B BILTMORE STREET, PORT ST. LUCIE, FLORIDA 34954

ARTICLE II - PURPOSE AND DURATION

This corporation is organized for the general purpose of engaging in the general business of glass sales and installation and to engage in any and all other lawful activity or business permitted under the laws of the State of Florida and the United States of America.

This corporation shall have perpetual existence.

ARTICLE III- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) share of capital stock with a par value of \$1.00 per share. These shall be designated "Common Shares". The sum of the par value of

all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

ARTICLE IV - LIMITATIONS AND RELATIVE  
RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Dividends.

Upon the payment or setting apart for payment of dividends, current and accumulated, at the specified percentage rate per share per annum upon the outstanding Preferred Shares, if any, the directors may declare and pay dividends upon the Common Shares.

Section 2. Rights Upon Liquidation or Dissolution.

Upon payment to the holders of Preferred Shares of the amount payable to them, if any, the remaining assets of this corporation shall be payable to and distributed ratably among holding of record of the Common Shares.

Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, 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 - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent of this corporation is 1607-B Biltmore Street, Port St. Lucie, Florida 34954, and the name of the initial registered agent of this corporation is this corporation is Donald Brooks.

**ARTICLE VII - INITIAL OFFICERS**

This corporation shall have two (2) officers initially. The number and duties of officers may be either increased or diminished from time to time by the bylaws but shall never be less than a president or executive officer and a secretary. The names and addresses of the initial officers of this corporation are:

President/Treasurer	Donald Brooks 1607-B Biltmore Street Port St. Lucie, Florida 34954
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Vice President/Secretary	Steve Konopka 1629 Sunview Terrace Jensen Beach, Florida 34957
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**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) director initially. The number of directors may be either increased by the vote of the holders of forty (40%) percent of the common shares at a duly called meeting, or diminished by the vote of the holders of sixty-seven (67%) percent of the common shares, but shall never be less than one (1). The name and address of the person who shall serve as the director until his successors have been elected and qualified, is as follows:

Donald Brooks  
1607-B Biltmore Street  
Port St. Lucie, Florida 34954

ARTICLE IX - INCORPORATOR

The name and address of the initial incorporator, who is signing these Articles, is:

Donald Brooks  
1607-B Biltmore Street  
Port St. Lucie, Florida 34954

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE XI - RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount so opposite his name:

Donald Brooks

600.00

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently

authorized and issued.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the holders of fifty-one (51%) percent or more of the common shares.

ARTICLE XIV - SHAREHOLDERS QUORUM AND VOTING

Fifty-one (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

The affirmative vote of fifty-one (51%) percent of the shares shall be the act of the shareholders.

ARTICLE XV - GREATER VOTING REQUIREMENTS  
FOR SHAREHOLDERS WITH RESPECT TO  
EXTRAORDINARY CORPORATE ACTIONS

The affirmative vote of seventy-five (75%) percent of the shares of this corporation entitled to vote thereon shall be required for the authorization of mergers, consolidations, shares of assets and amendments.

ARTICLE XVI - APPROVAL OF SHAREHOLDERS  
REQUIRED FOR MERGER

The approval of seventy-five (75%) percent of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XVII - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law, unless waived in writing by all shareholders.

ARTICLE XVIII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIX - DIRECTORS COMPENSATION

The shareholders of this corporation shall have exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XX - NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his term, without cause.

ARTICLE XXI - DIRECTOR QUORUM AND VOTING

Fifty-one (51%) percent of the directors shall constitute a quorum for a meeting of directors.

The affirmative vote of fifty-one (51%) percent of the



directors, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of fifty-one (51%) percent of the remaining directors, shall be the act of the Board of Directors.

**ARTICLE XXII - MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone and provided by law.

**ARTICLE XXIII - DIVIDENDS**

Dividends may be paid to shareholders.

Dividends payable in share of any class may be paid to the holders of shares of any other class.

**ARTICLE XXIV - REDUCTION IN STATED CAPITAL**

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

**ARTICLE XXV - INDEMNIFICATION**

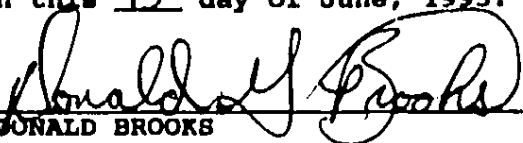
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the law.

**ARTICLE XXVI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13<sup>th</sup> day of June, 1995.


  
DONALD BROOKS

STATE OF FLORIDA  
COUNTY OF MARTIN

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared Donald Brooks, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation, and he did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid, this 13<sup>th</sup> day of June, 1995.

(NOTARY SEAL)

  
Notary Public Heather C. Russell  
My Commission Expires: 10/6/95  
Serial No.: CC149944  
STATE OF FLORIDA

**ACCEPTANCE OF APPOINTMENT**  
**AS REGISTERED AGENT AND OFFICE**

Having been named to accept service of process for ACCURATE GLASS, INC., I hereby declare my acceptance of the appointment as registered agent and registered office of this corporation. I agree to so serve and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 6/13/95

Donald J. Brooks  
DONALD BROOKS

FILED  
95 JUN 16 AM 9:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA