

PP5000061683
8-16-95

TO: DIVISION OF CORPORATIONS

SECRETARY OF STATE

P.O. Box 6327

TALLAHASSEE, FL 32314

800001565208
-08/21/95--01077--012
***122.50 ***122.50

RE: NEW CHARTER FOR "POLYPLYGUAS CORP."

DEAR SIRs:

PLEASE FIND TWO COPIES OF PROPOSED
CHARTER AND A \$122.50 MONEY ORDER

FILED
AUG 22 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN RECORDED CHARTER TO:

FRANCISCO ROMANO
1445 SURREX DRIVE
POMPANO BEACH, FL 33068

8/22/95
TR

THANK YOU.

**ARTICLES OF INCORPORATION
OF
POLYPLYGLAS CORPORATION**

The undersigned, acting as incorporator of Florida Corporation under the General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation of such corporation:

**ARTICLE I
NAME**

The name of the Corporation is POLYPLYGLAS CORPORATION.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of:

- (1) Providing laminated glass, security glass, glass clad polycarbonates, and glass related equipment and services to all geographical areas.
- (2) Providing management, maintenance and design services to the glass industry.
- (3) Holding participations in other enterprises of similar or different nature.

The Corporation may transact any business directly or indirectly related to its principal purpose, or restrict its activities to any part of the above described purpose.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

FILED
55 AUG 22 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent and principal office of the Corporation is 1445 Sussex Drive., Pompano Beach, FL 33068 and the name of the initial registered agent of the Corporation at that address is Francisco Romano.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is:

NAME	ADDRESS
Francisco Romano	1445 Sussex Drive, Pompano Beach, FL 33068

**ARTICLE VII
PREEMPTIVE RIGHTS**

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices terms, such of the shares of the stock of this Corporation as may be issued for money, or any property of services, from time to time, in addition to that stock authorized and issued by the 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 to all shares of stock currently authorized and issued.

**ARTICLE VIII
SUPERMAJORITY VOTE OF CERTAIN ACTIONS**

The consent of the holders of three-fourths of the outstanding common stock of the Corporation shall be required to take any of the following actions:

1. To approve any change in the original purpose of the Corporation as set forth in these Articles of Incorporation;
2. To approve a merger or consolidation or the sale of substantially all of the assets of the Corporation;
3. To approve a dissolution or liquidation of the Corporation;

4. To elect or remove any member of the Board of Directors of the Corporation.
5. To discharge or replace the independent auditors for the Corporation; or
6. To increase the number of authorized shares as set forth in Article IV herein.
7. To transfer, pledge or hypothecate any asset to the benefit of any shareholder.

ARTICLE IX AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

Any amendment, change, or repeal of Article VIII of the Articles of Incorporation or any other amendment of these Articles of Incorporation which would have the effect of modifying or permitting circumvention of said Article VIII or any adoption, amendment, of repeal of Bylaws of this Corporation which would have the same effect, shall require common stock of the Corporation.

ARTICLE X INCORPORATOR

The name and address of the person signing these Articles is

NAME

Francisco Romano

ADDRESS

1445 Sussex Drive, Pompano Beach, FL 33068

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation the 26th day of May, 1995.

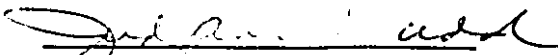


INCORPORATOR

STATE OF FLORIDA]
]
COUNTY OF BROWARD]

BEFORE ME, the undersigned authority authorized to take acknowledgments in the State and County set forth above, personally appeared
known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, the 15 day of August, 1995.


NOTARY PUBLIC

My Commission Expires



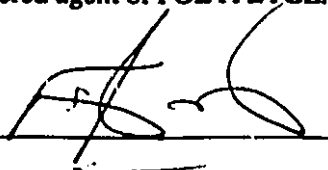
"OFFICIAL SEAL"
Judy Ann Mudd
My Commission Expires 7/16/96
Commission #CC 215762

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of POLYPLYGLASS, INC.
as made in the foregoing Articles of Incorporation.

Date: 8/15/95

By: _____

A handwritten signature in black ink, appearing to be "F. S. [unclear]", written over a horizontal line.

FILED
95 AUG 22 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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S. 15 A PUBLIC ACCESS SYSTEM
(((H96000009165))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H96000009165))) DOCUMENT TYPE: BASIC AMENDMENT
NAME: POLYPLYGLAS CORPORATION
FAX AUDIT NUMBER: H96000009165 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/02/1996 TIME REQUESTED: 09:50:07
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 7 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$87.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H96000009165)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>: m
Help F1 Option Menu F2

NUM Connect: 00:19:4

7/8/96
filed as per Susan
poyne.

00500, 00579, 00547, 00671

Constance
Gordon

FILED
96 JUL -8 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

96 JUL -2 AM 11:44

RECEIVED

July 2, 1996

POLYPLYGLAS CORPORATION
2085 W. N. POWERLINE ROAD
POMPAHO BEACH, FL 33069US

SUBJECT: POLYPLYGLAS CORPORATION
REF: P95000064683

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements:
(1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval.
OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000009165
Letter Number: 696A00032586

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**CERTIFICATE OF INFORMATION ACCOMPANYING
RESTATED ARTICLES OF INCORPORATION OF
POLYPLYGLAS CORPORATION
PURSUANT TO F.S. 607.1007(4)**

1. Pursuant to F.S. §607.1006 the attached restatement to the Articles of Incorporation are as follows:

a. The name of the corporation is Polyplyglas Corporation.

b. The restated Articles are attached hereto as Ex. A and incorporated herein.

c. These restated Articles do not provide for any exchange or reclassification of shares or cancellation of shares.

d. The date of adoption of the restatement is the date of execution of these Articles set forth hereinbelow.

e. The restatement was adopted by the incorporator prior to the issuance of any shares.

2. The Restatement of Articles attached at Ex. "A" was made by the undersigned incorporator.

EXECUTED at Ft. Lauderdale, Florida on the 21 day of June, 1996.

Incorporator


FRANCISCO ROLDAN

Prepared By:
Richard A. Josepher, Esquire
Gutter, Josepher, Ruffin & Sheehy, P.A.
188 W. Cypress Creek Road - Suite 900
Ft. Lauderdale, Florida 33309
(305) 938-4555
Florida Bar No. 231832

eg/restate.pol.
06/21/96

FILED
96 JUL -8 PM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
POLYPLYGLAS CORPORATION**

FILED
96 JUL -8 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is **POLYPLYGLAS CORPORATION.**

2. The Articles of Incorporation of **POLYPLYGLAS CORPORATION** are hereby restated in full as follows:

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation and the principal place of business of the corporation shall be:

**POLYPLYGLAS CORPORATION
2085W W. Powerline Road
Pompano Beach, FL 33069**

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

Prepared By:
Richard A. Josepher, Esquire
Butter, Josepher, Ruffin & Shochy, P.A.
100 W. Cypress Creek Road - Suite 900
Ft. Lauderdale, Florida 33309
(305) 938-4333
Florida Bar No. 251862

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EXHIBIT "A"

EMPIRE CORPORATE KIT

JUL-02-1996 11:00

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ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
7,500	\$0.01	Common Class A-voting
7,500	\$0.01	Common Class B-non-voting

Except that the Class B shares are non-voting, all other rights and privileges of the Class A and Class B shares are identical.

ARTICLE V

The street address of the initial registered office of the corporation shall be: 2085W N. Powerline Road, Pompano Beach, Florida 33069, and the initial registered agent of the corporation at that address shall be FRANCISCO ROMANO.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation shall be the number of persons whose

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names are set forth below. The name and address of each member of the initial board of directors of the corporation who shall hold office until the first annual meeting of shareholders and his successor shall have been elected and qualified, or until his earlier resignation, removal from office, or death, is:

<u>Name</u>	<u>Address</u>
FRANCISCO ROMANO	2085W W. Powerline Road Pompano Beach, Florida 33061
ROGER STEPHENSON	2085W W. Powerline Road Pompano Beach, Florida 33061

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
FRANCISCO ROMANO	2085W W. Powerline Road Pompano Beach, Florida 33061

EXECUTED at: Fort Lauderdale, Florida on the 21 day of June, 1996.

Incorporator


FRANCISCO ROMANO

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STATE OF FLORIDA)
COUNTY OF BROWARD) ss:

The foregoing instrument was acknowledged before me by FRANCISCO ROMANO, the Incorporator of POLYPLYGLAS CORPORATION, a Florida corporation, who is personally known to me and who did take an oath on this 21 day of June, 1996.

Andres H. Lora
Notary Public
Name of Notary: _____
Commission No.: _____

My Commission Expires:



ANDRES H. LORA
NOTARY PUBLIC
JUNE 2, 1996
EXPIRES 12/31/96

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of POLYPLYGLAS CORPORATION, the undersigned accepts such appointment, agrees to act in such capacity, and accepts the obligations imposed by Florida Statutes Section 607.0505.

Dated this 21 day of June, 1996.


FRANCISCO RODAS

lagpolyply.cor
06/20/96

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GUTTER, JOSEPH, RUFFIN & SHEEHY, P.A.

ATTORNEYS AT LAW

TRADE CENTRE SOUTH - SUITE 900

100 WEST CYPRESS CREEK ROAD

FORT LAUDERDALE, FLORIDA 33309

MARVIN C. GUTTER
RICHARD A. JOSEPH
THOMAS RUFFIN III
FRANCES D. SHEEHY

TELEPHONE (954) 938-4555
FAX (954) 938-9555

September 9, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/16/96--01042--002
*****10.00 *****10.00

Attn: Linda Stitt, Corporate Specialist

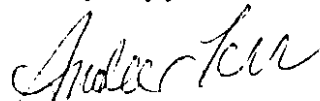
Re: Restated Articles of Incorporation of Polyplyglas Corporation
Document No. P95000064683 filed July 8, 1996

Dear Ms. Stitt:

Enclosed please find a copy of the Restated Articles of Incorporation of Polyplyglas Corporation as filed on July 8, 1996. Please forward a copy of these Articles bearing the Secretary of State's stamp on each page. Also enclosed is a self-addressed stamped envelope and our check in the amount of \$10.00, representing your fee for this service.

Please call if you have any questions. Thank you.

Very truly yours,



ANDEE TERR,
Legal Assistant

\\1L090996.POL
Enclosures

\$10 for photo copy

Linda
9/10