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GOVAN, BURNS & JONES
ROBERT J. JONES, P.A.
6500 CENTRAL AVENUE
ST. PETERSBURG, FLORIDA 33707
(813) 344*6555

August 23, 1995

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

100001568891
-08/24/95--01092--016
*****70.00 *****70.00

Re: "CHURCHILL'S THERMOPANE WINDOWS, INC."

Dear Gentlemen:

Enclosed please find two sets of Articles of Incorporation with regards to the above mentioned matter. Also enclosed is a check in the amount of \$70.00 for your services. Please return to our office one stamped copy of the same.

Thank you for your consideration in the above mentioned matter. If you have any questions, or if I may be of service to you, please do not hesitate to contact our office.

Sincerely,



Lisa Dahlstrom
Legal Assistant
enclosures

FILED
1995 AUG 24 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY AUG 25 1995

ARTICLES OF INCORPORATION
OF
CHURCHILL'S THERMOPANE WINDOWS, INC.

The undersigned subscriber, he being a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF BUSINESS: The name of the proposed corporation shall be CHURCHILL'S THERMOPANE WINDOWS, INC.

ARTICLE II

NATURE OF BUSINESS: The general nature and purpose of business to be transacted, promoted and carried on by the corporation is to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or exercised by corporations organized for profit. Specifically, the initial purpose of the business is to furnish and install, construction goods & services to the extent permitted by Florida Law.

ARTICLE III

INITIAL CAPITAL: The amount of capital with which this corporation shall begin business is One Thousand Dollars (\$1,000.00).

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, said stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have a perpetual term of existence, commencing upon receipt of these Articles by the Secretary of State.

ARTICLE VI

ADDRESS OF BUSINESS: The initial address of the principal office of the proposed corporation in the State of Florida shall be:

1104 North Belcher Rd.
Dunedin, Florida 34698

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

DIRECTORS: The number of Directors of this corporation shall be no more than five (5) and no less than one (1) Director. The names and addresses of the Directors who shall hold office for the first year of existence of the corporation or until a successor or successors are elected or appointed and who have qualified are:

CARY RIZZIERI
3497 SNOWY EGRET COURT
PALM HARBOR, FL 34683

ARTICLE VIII

SUBSCRIBER: The name and address of the Subscriber of this corporation is:

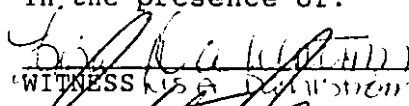
CARY RIZZIERI
3497 SNOWY EGRET COURT
PALM HARBOR, FL 34683

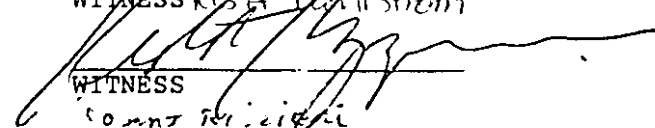
ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE: CHURCHILL'S THERMOPANE WINDOWS, INC. names and designates ROBERT J. JONES, P.A. the Registered Agent and also establishes 6500 Central Avenue, St. Petersburg, FL 33707 as its Registered Office within the State of Florida, pursuant to Section 607.164 Florida Statutes.

IN WITNESS WHEREOF, the undersigned subscriber, CARY RIZZIERI, to this instrument, entitled ARTICLES OF INCORPORATION OF CHURCHILL'S THERMOPANE WINDOWS, INC., does place his hand and seal this 17th day of August, 1995, at Clearwater, Florida

In the presence of:


WITNESS


WITNESS

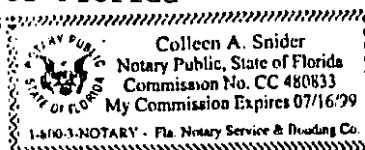

CARY RIZZIERI

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared CARY RIZZIERI personally known to me to be the person described in and who executed the foregoing instrument as Subscriber to the foregoing Articles of Incorporation who, after being first duly sworn, acknowledges that he executed same for the purposes set forth and that all information is true and correct to his best knowledge and belief.

WITNESS my hand and seal on this 17th day of August, 1995, at Clearwater, Florida.

Colleen A. Snider
NOTARY PUBLIC, State of Florida
My Commission expires: 07/16/99



ACCEPTANCE BY REGISTERED AGENT

I, ROBERT J. JONES, P.A. 6500 Central Avenue, St. Petersburg, FL 33707 do hereby accept appointment as Registered Agent of CHURCHILL'S THERMOPANE WINDOWS, INC., together with the duties and responsibilities attaching to such appointment.

Robert J. Jones
ROBERT J. JONES

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared ROBERT J. JONES to me well known and known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and seal this 17th day of August, 1995.



LISA M DAHLSTROM
My Commission CC457713
Expires May. 01, 1999
Bonded by HAI
800-422-1555

Louise M. Harrison
NOTARY PUBLIC, State of Florida
My commission expires: