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COLEMAN & COLEMAN

ATTORNEYS AT LAW

2300 HIGHWAY BOULEVARD

POST OFFICE BOX 2080

PORT MYERS, FLORIDA 33901-2080

JOHN CHARLES COLEMAN

ROBERT J. COLEMAN

January 30, 1996

EFFECTIVE DATE
Jan. 29, 1996

TELEPHONE
(841) 338-8317

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

T00001705197
-02/02/96--01050--016
***122.50 ***122.50

Re: Weather Seal of American, Inc.

Gentlemen:

Enclosed are the original and one copy of the proposed Articles of Incorporation for the above-referenced corporation. Please approve and file the original and certify the copy for us. Also enclosed is a Certificate Designating Resident Agent for the corporation.

Also enclosed is a check made payable to you for charges as follows:

Filing Fees	\$35.00
Certified Copy	52.50
Resident Agent Designation	<u>35.00</u>

TOTAL: \$122.50

Please advise if anything further is required.

Sincerely yours,

John Charles Coleman

John Charles Coleman

JCC:sm
Enclosures

cc:

FILED
96 FEB -2 AM 12:33
DEPT. OF STATE
TALLAHASSEE, FLORIDA

GB 2/7/96

**ARTICLES OF INCORPORATION
OF
WEATHER SEAL OF AMERICA, INC.**

FILED
96 FEB -2 AM 10:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE ONE
NAME**

EFFECTIVE DATE
Jan. 21, 1996

The name of the corporation is WEATHER SEAL OF AMERICA, INC.

**ARTICLE TWO
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of the corporation is at 901 North Point Parkway, Suite 310, West Palm Beach, Florida 33407; the mailing address of the corporation is 901 North Point Parkway, Suite 310, West Palm Beach, Florida 33407.

**ARTICLE THREE
REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the corporation is at 2300 McGregor Boulevard, Fort Myers, Florida 33901, and the initial registered agent at said address is John Charles Coleman.

**ARTICLE FOUR
PURPOSE**

The corporation shall engage in and transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FIVE

DURATION

The term of the existence of the corporation is perpetual.

ARTICLE SIX

AUTHORIZED SHARES

The aggregate number of shares which the corporation has authority to issue is ONE THOUSAND (1,000) all of which shall be common shares with par value of ONE (\$1.00) DOLLAR per share.

ARTICLE SEVEN

DIRECTORS

The Board of Directors of the corporation shall consist of not less than one or more than five members. The name and address of the first member of the Board of Directors is:

JOHN FRANTA	901 North Point Parkway, Suite 310 West Palm Beach, FL 33407
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ARTICLE EIGHT

INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is John Franta, 901 North Point Parkway, Suite 310, West Palm Beach, FL 33407.

ARTICLE NINE

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence at 4:00 P.M, on the 29th day of January, 1996.

IN WITNESS WHEREOF, I have subscribed my name this 29th
day of January, 1996.

John Franta
JOHN FRANTA

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, this day personally
appeared JOHN FRANTA, personally known to me to be the person
executing the foregoing Articles of Incorporation, and he did take
an oath and acknowledge to and before me that he executed the same
for the purposes herein expressed. Individual personally known to
me.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 29th day of January, 1996.

My Commission Expires:

Sally A. Ratigan
NOTARY PUBLIC, State of Florida
at Large



SALLY A. RATIGAN
MY COMMISSION # CC 232935 EXPIRES
October 31, 1998
BONDED THRU TRUI FARM INSURANCE, INC.

**STATE OF FLORIDA
DEPARTMENT OF STATE**

Certificate Designating Place of Business or Domicile for the Service of Process Within This State. Naming Agent Upon Whom Process may be Served and Names and Addresses of the Officers and Directors.

The following is submitted in compliance with Sections 48.091, and 607.0501, Florida Statutes.

WEATHER SEAL OF AMERICA, INC.

a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 901 North Point Parkway, Suite 310 in the city of West Palm Beach, County of Palm Beach, State of Florida, has named JOHN CHARLES COLEMAN, located at 2300 McGregor Boulevard
(Street address & number of bldg.)

City of Fort Myers, County of Lee, State of Florida, as its registered agent to accept service of process within this state and otherwise perform the duties and responsibilities of said registered agent.

OFFICERS:

NAME	TITLE	SPECIFIC ADDRESS
<u>JOHN FRANTA</u>	<u>(P)</u>	<u>901 North Point Parkway,</u>
	<u>(S)</u>	<u>Suite 310</u>
	<u>(T)</u>	<u>West Palm Beach, FL 33407</u>
	<u>(V)</u>	

DIRECTORS:

<u>JOHN FRANTA</u>	<u>Same as above</u>

By: John Franta
(Corporate Officer)
JOHN FRANTA

FILED

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ACCEPTANCE:

I hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for WEATHER SEAL OF AMERICA, INC., and agree as registered agent to accept service of process; to keep this office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

Filing Fee: \$35.00


(Resident Agent)
JOHN CHARLES COLEMAN