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August 20, 1996

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

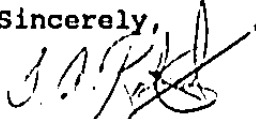
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Dear Sirs:

Enclosed you will find a Certificate of Incorporation for **WINDSHIELDS USA, INC.** along with a check in the amount of \$131.25. Please send back the approval and certified copy of the Articles of Incorporation in the self-addressed, stamped envelope.

Thank you.

Sincerely,



T. A. Roberts

enclosure

lc

ADVANCED ACCOUNTING SERVICES, INC.

P.O. Box 1552 • Pensacola, FL 32597-1552

FILED
96 AUG 22 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER AUG 23 1996

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**ARTICLES OF INCORPORATION
OF**

WINDSHIELDS USA, INC.

The undersigned subscribers to these articles, each a natural person competent to contract, hereby form a corporation under the laws of the State of Florida, and under the following Articles:

ARTICLE I. NAME

The name of the corporation shall be Windshields USA, Inc.

ARTICLE II. NATURE OF BUSINESS

This corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, or a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, or a State Fair or Exposition. Subject to such limitations, it shall engage in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1000 shares of one class denoted stock having a nominal par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal and registered office of this corporation is 8565 Scenic Highway Pensacola, Fl 32514 and its initial registered agent at that address is Dalette Gillispie.

ARTICLE VI. DIRECTORS

The business of the corporation shall be managed and its corporate powers exercised by a board of one or more directors. The corporation shall have 1 director initially. The number of directors may be increased or decreased from time to time by By-Laws adopted by the stockholders, but there shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS AND OFFICERS

The name and address of the initial director and officer is:

NAME	ADDRESS
Dalette Gillispie	8565 Scenic Hwy Pensacola, FL 32514

ARTICLE VIII. SUBSCRIBERS

The name and address of the subscriber to these Articles of incorporation is:

NAME	ADDRESS
Dalette Gillispie	8565 Scenic Hwy Pensacola, FL 32514

ARTICLE IX. PREEMPTIVE RIGHTS

The shareholder, upon the sale of any new stock of the 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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. RESTRICTIONS ON SALE OF STOCK

The corporation and, subject to the priority of the corporation, the remaining stockholders of the corporation shall have preference in the purchase of any shares of the capital stock of the corporation, and any shares in violation of this provision shall be null and void. In case a stockholder, his personal representative, heirs, devisees, legatees, pledgees, assignees, receivers, trustee in bankruptcy, or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation stating the terms of the bona fide offer which he has received, and unless the terms of the bona fide offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the secretary of the corporation shall mail written notice to all remaining stockholders by certified mail, return receipt requested, advising them of the terms of such bona fide offer, and unless the terms of such offer are accepted by any or all the other stockholders within ten (10) days from the mailing of such notice, they shall be deemed to have waived their privilege of purchasing and the holder or person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the corporation or the remaining stockholders to waive their privilege of purchasing until such stockholder has received a bona fide offer for the purchase of such shares. Neither the corporation nor the remaining shareholders (collectively) may exercise their privilege to purchasing as to any shares of stock less than the total number involved in such bona fide offer.


Incorporator

INCORPORATOR'S ACTION BY WRITTEN CONSENT


Pursuant to Section 607.0205(1)(b)(2) of the Business Corporation Act, the incorporators of Windshields USA, Inc. here consents to the election of the following persons as initial directors of this corporation to complete the organization of the corporation. The initial directors shall serve on the board until the first annual meeting of shareholders held for the election of directors, and until their successors are elected and qualified:

Dalette Gillispie
Chairman\President\Secretary\Treasurer

There being no further business, the meeting was adjourned.

Date

2/22/96


Dalette Gillispie
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida

1. The name of the corporation is:

WINDSHIELDS USA, INC.

2. The name and address of the registered agent and office is:

Dalette Gillispie
8565 Scenic Hwy
Pensacola, FL 32514

Signature: _____

Dalette Gillispie

Title: _____

President

Date: _____

7/20/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES CERTIFICATE OF DESIGNATION.

Signature: _____

Dalette Gillispie

Date: _____

7/20/96

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TALLAHASSEE, FLORIDA

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