



97000021040

CORPORATION
COMPANY

PA 76 000 ACCOUNT NO. : **0 21 00 003**
REFERENCE : **338397** **88335A**
AUTHORIZATION : **338397**

AUTHORIZATION : *Patricia P. [Signature]*
COST LIMIT : \$ 87.50

ORDER DATE : April 21, 1997

ORDER TIME : 3:52 PM

ORDER NO. : 338397-005

CUSTOMER NO: 88335A

CUSTOMER: Mark F. Dahle, Esq
Mark F. Dahle, Esq
P.O. Box 6629

Lakeland, FL 33807-6629

DOMESTIC AMENDMENT FILING

NAME: A-TECH BUILDING SYSTEMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

AMENDED AND RESTATED IN FULL
ARTICLES OF INCORPORATION
OF
A-TECH BUILDING SYSTEMS, INC.
NOW TO BE KNOWN AS
NU-TECH BUILDING SYSTEMS, INC.

97 APR 22 PM 12:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Shareholders and the Board of Directors of the above named corporation now, subsequent to the unanimous vote of all Shareholders and Directors of the Corporation, are desirous of changing the Corporation's name, and simultaneously restating in full their Articles of Incorporation, and

WHEREAS, the Shareholders and the Board of Directors have authorized such changes and restating in full of the Articles of Incorporation of A-Tech Building Systems, Inc., as filed March 6, 1997 with the Secretary of State in Tallahassee, Florida,

NOW, THEREFORE, the Directors do make and file these Restated in Full Articles of Incorporation and further certify that all amendments included herein have been adopted pursuant to Section 607.1003, 607.1006 and 607.1007 Florida Statutes and there is no discrepancy between the Articles of Incorporation previously filed and the provisions of the restated Articles of Incorporation other than the inclusions of amendments adopted pursuant to the above referenced Sections and the omission of matters of historical interest.

ARTICLE I. NAME

The name of this Corporation shall be Nu-Tech Building Systems, Inc.

ARTICLE II. ADDRESS OF THE CORPORATION

The address of the principal office of the Corporation is 7118

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Harvard Street, Lakeland, Florida 33813. The mailing address of the Corporation is the same.

ARTICLE III. SHARES OF THE CORPORATION

The Corporation is authorized to issue ten thousand (10,000) shares of Class A common stock of no par value.

ARTICLE IV. DUPLICATE CERTIFICATES

Duplicate certificates of stock may be issued pursuant to this charter for such stock as may have been lost or destroyed, together with a bond of indemnity with satisfactory security as determined by the Board of Directors of the Corporation, conditioned upon loss in consequence of issue of said duplicate certificate.

ARTICLE IV. PURPOSES AND POWERS

The principal purpose of this Corporation is:

(a) To provide for the wholesale and retail marketing of building components and interior and exterior finishing products.

(b) To conduct business in and have one or more offices in the State of Florida, and in all other states and countries. To buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks, and licenses.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

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(d) To purchase the corporate assets of any other corporation and engage in the same character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.

(f) To subscribe for, purchase, own, hold, sell, assign, transfer, pledge, mortgage, or otherwise dispose of bonds, securities, or evidences of indebtedness issued or created by the United States of America, or any state, territory county or municipality therein, and by any foreign state, nation, government, municipality or other political subdivision thereof.

(g) To carry on or to participate with others in the organization, merger, consolidation, financing, liquidation, or reorganization of corporations, partnerships, or associations engaged in any lawful business enterprise.

(h) To make, enter into, and carry out any arrangements which may be deemed to be for the benefit of the Corporation, with any corporation, association, cooperative association, partnership, firm, trustee, syndicate, individual, government, state, municipality, or other political or governmental division or subdivision, domestic or foreign, to obtain the reform or otherwise

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to acquire by purchase, lease, assignment, or otherwise, stocks, powers, rights, privileges, participations, immunities, franchises, guarantees, grants, and concessions; to hold, own, exercise, exploit, dispose of, and realize upon the same, and to undertake and prosecute any business dependent thereon; and to cause to be formed, to promote, and to aid in any way the formation of any corporation, association, or organization of any kind, domestic or foreign, for any such purpose.

(i) To lend money on time or call and with or without collateral security, and to give credit to individuals, corporations, associations, or co-partnerships, and to municipalities, states, governments, or any political subdivisions thereof, and to foreclose on any property taken by the Corporation as collateral security for any loans.

(j) To cause or to allow the legal title, and/or any estate, right, or interest in any property, whether real, personal, or mixed, owned, acquired, controlled, or operated by the Corporation, to remain or to be vested or registered in the name of, or operated by, any person, firm, association, or corporation, domestic or foreign, formed or to be formed, either in trust for or as agents or nominees of this Corporation, or upon any other terms or conditions, which the Board of Directors may consider for the benefit of the Corporation.

(k) To undertake, conduct, assist, promote, and participate in every kind of commercial, industrial, agricultural, manufacturing,

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mercantile, or mining enterprise, business, undertaking, venture, or operation in any state, territory, dependency, or colony of the United States of America or its insular possession, or in the District of Columbia, or in any foreign country.

(l) To purchase, hold, retire, sell, and transfer the shares of its own capital stock, provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of capital, and provided further that its own shares of capital stock belonging to it shall not be voted directly or indirectly.

(m) To act as agent or representative (other than fiscal or transfer agent) of individuals, partnerships, associations, or corporations, and as such to manage, develop, and extend their business or to aid any lawful enterprise.

(n) To have one or more offices carry on all or any part of its operations and business without restrictions or limit as to amount in any or all of the states, districts, territories, or colonies of the United States of America, and in all foreign countries; and to enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, or state.

(o) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, exchange, or otherwise dispose of and deal in real estate and personal property of every class and description; subject however, to the laws of such state, district, territory, or

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country where the same may be located.

(p) To build, erect, construct, purchase, hire, or otherwise acquire, own, provide, establish, maintain, hold, lease, and operate factories, warehouses, agencies, buildings, structures, offices, houses, works, machinery, plants, and all other things of whatsoever kind and nature, within and without the State of Florida, and in any part of the world, suitable, necessary, useful, or advisable in connection with any or all of the objectives hereinbefore or hereinafter set forth.

(q) To apply for, obtain, register, lease, purchase, or otherwise acquire, and to hold, use, own, operate, and introduce, and to sell, assign, or otherwise dispose of any trademarks, trade names, patents, copyrights, formulas, inventions, improvements, and processes used in connection with or secured under letters patent of the United States of America, or elsewhere; to use, exercise, develop, grant licenses in respect of, or otherwise deal with any such trademarks, patents, licenses, processes and the like, or any such property or rights, and, further, to purchase, acquire, apply for, register, secure, hold, own, or sell, or otherwise dispose of any and all copyrights, trademarks, trade names, and distinctive marks.

(r) To carry on any other business, whether manufacturing or otherwise, which may seem to the Corporation capable of being conveniently carried on in connection with its business, or calculated directly or indirectly to enhance the value of or tender

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profitable any of the Corporation's property or rights.

(s) To do any and all things hereinbefore enumerated for itself or on account of others, and to make and perform contracts for doing any of said undertakings; to have and exercise all of the rights and powers now or hereafter conferred by the laws of the state of Florida, and to do any and all of the things hereinbefore enumerated to the same extent as natural persons might or could do.

(t) The foregoing enumerated objectives, purposes, and powers of the Corporation are not intended and shall not be construed or held to prohibit or limit the exercise of any other and further rights and powers which may now or hereafter be allowed or permitted by the laws of the State of Florida, and this Corporation shall have and exercise all other powers, rights, and privileges granted by the corporation laws of the State of Florida now in force, or any amendment or amendments thereto.

ARTICLE V. REGISTERED OFFICE AND AGENT

The Corporation shall maintain 7118 Harvard Street, Lakeland, Florida 33813 as its Registered Office and Darrell L. Cameron as its Registered Agent.

ARTICLE VI. OFFICERS AND SHAREHOLDERS

The Officers and Shareholders of the Corporation are as follows:

	<u>Number of Shares</u>	<u>Percent</u>
1. DARRELL L. CAMERON President, Chairman of the	510	51%

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Board, Treasurer, Director

2.	JOANNE L. MATTSON	490	49%
	Vice President, Secretary		
	Director		
		<hr/> 1,000	<hr/> 100%

ARTICLE VII. AMENDMENT

These Articles of Incorporation may be amended from time to time in the manner provided by law. Every amendment will be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders meeting by the holders of a majority of shares of the stock entitled to vote thereon, unless all the Directors and all the Shareholders effect the change by written action as allowed by law.

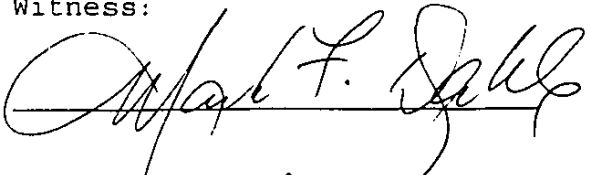
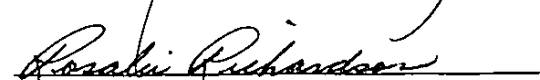
ARTICLE VIII. ADOPTION

I the undersigned, certify that at a meeting of all persons constituting all of the Shareholders and all of the Directors, did unanimously consent and did authorize the undersigned to make and file these Restated Articles of Incorporation, and further certify that all amendments included herein have been adopted at a special meeting called for that purpose on April 14, 1997 at 4:30 p.m., pursuant to Sections 607.1003, 607.1006 and 607.1007 Florida Statutes and there is no discrepancy between the Articles of Incorporation as previously filed and the provisions of the Restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Section 607.1007 Florida Statutes

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and the omission of matters of historical interest, and these Restated in Full Articles of Incorporation supersede the original Articles of Incorporation and all amendments, in all respects. I declare and certify that the facts stated herein are true and accordingly, have hereunto set my hand and seal this 17th day of April, 1997.

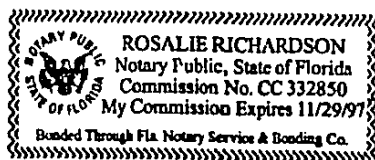
Witness:




DARRELL L. CAMERON
President, Treasurer
Shareholder and Director

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Amended and Restated in Full Articles of Incorporation were acknowledged before me this 17th day of April, 1997, by Darrell L. Cameron, as Director, President and Treasurer, on behalf of all Shareholders and Directors, who made oath and who has produced a Florida Driver's License as personal identification.




Rosalie Richardson
Notary Public, State of Florida
My Commission Expires:
November 29, 1997


CONSENT OF SHAREHOLDERS

I, the undersigned, being authorized and directed by all of

AMENDED AND RESTATED IN FULL ARTICLES OF INCORPORATION

the Shareholders of A-Tech Building Systems, Inc., have hereby caused this document to be executed, evidencing all shareholders consenting to the Amendment and Restatement in full of the Articles of Incorporation of A-Tech Building Systems, Inc. (former name), now Nu-Tech Building Systems, Inc.

DATED this 17th day of April, 1997.


DARRELL L. CAMERON
Shareholder, Director,
President and Treasurer on
behalf of all Shareholders
and Directors

Having been named as the Registered Agent of Nu-Tech Building Systems, Inc., I hereby consent to serve and to act in such capacity as required by law.


DARRELL L. CAMERON