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ALL COUNTY WINDOW & DOOR II, INC.
2421 East Kilgore Street
Orlando, Florida 32803

FILED
91 APR 28 AM 10:31
TALLHASSEE, FLORIDA

April 21, 1997

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

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*****70.00 *****70.00

Re: Articles of Incorporation

Ladies/Gentlemen:

Enclosed you will find two original Articles of Incorporation for All County Window & Door II, Inc. which we would like to file with the Florida Division of Corporations. I have enclosed our check in the amount of \$70.00 which should cover the filing fees. I would appreciate your validating the enclosed second original of the Articles and returning them to me.

Should you have any questions or comments, please do not hesitate to contact me. Thank you for your help in this regard.

Very truly yours,

Lindy
Lindy S. Roberts

/jmd

Enclosures

R. CHANDLER

APR 28 1997

ARTICLES OF INCORPORATION
OF
ALL COUNTY WINDOW & DOOR II, INC.

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ARTICLE I

Name. The name of this corporation is All County Window & Door II, Inc.

ARTICLE II

Business and Activities. This corporation may, and is organized and authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall have a perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 2421 East Kilgore Street, Orlando, Florida 32803, and the name of the initial registered agent of this corporation at that address is Edward Ronald Bouton.

ARTICLE VI

Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this 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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

Number of Directors. The Board of Directors of this corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time as provided for in the Bylaws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors. The name and street address of each member of this corporation's first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Edward Ronald Bouton	2421 East Kilgore Street Orlando, Florida 32803

ARTICLE IX

Subscriber. The name and street address of each subscriber to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Edward Ronald Bouton	2421 East Kilgore Street Orlando, Florida 32803

ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this corporation.


ARTICLE XI

Amendment. These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

The Corporation shall indemnify, or advance reasonable expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned does set their hands and seals and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 22nd day of April, 1997.

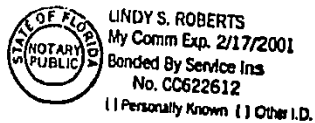

Edward Ronald Bouton

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me personally appeared Edward Ronald Bouton, to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed. He is personally known to me and did not take an oath.

WITNESS my hand and official seal in the county and state aforesaid mentioned this 22nd day of April, 1997.

(SEAL)



Lindy S Roberts
Print Name: LINDY S. ROBERTS
Notary Public


CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that All County Window & Door II, Inc., desiring to organize under the laws of the State of Florida, with the location of its principal place of business as indicated in the Articles of Incorporation, at 2421 East Kilgore Street, Orlando, Florida 32803 has named Edward Ronald Bouton, located at 2421 East Kilgore Street, Orlando, Florida 32803, as its registered agent to accept service or process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Edward Ronald Bouton

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