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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 3, 1997

Department of State
Corporation Division
P.O. Box 6327
Tallahassee, Florida 32314

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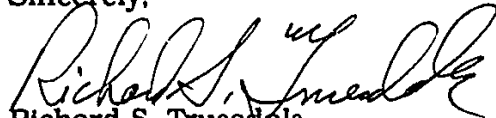
Dear Madam or Sir:

Enclosed please find the application for Certificate of
Incorporation for:

Habitat Building Systems, Inc.
3575 Bennington, Suite 21
Fort Myers, FL 33919-5125

Further please find enclosed a check in the amount of
\$122.50 for the application fee. Please send all information and
documentation to the prescribed address for this corporation.

Sincerely,



Richard S. Truesdale
Incorporator

6097-14170
BH
7/24/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 3, 1997

FRANK LEONNETTI, JR
10060 DOVER CARRIAGE LANE-2ND MAILING
LAKE WORTH, FL 33467-8114

SUBJECT: HABITAT BUILDING SYSTEMS, INC.
Ref. Number: W97000014170

We have received your document for HABITAT BUILDING SYSTEMS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 897A00032363

**APPLICATION FOR
CERTIFICATE OF INCORPORATION
OF**

HABITAT BUILDING SYSTEMS, INC.

FILED

97 JUL 24 PM 12:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, hereby associate ourselves together for the purpose of forming a corporation for profit under the Laws of the State of Florida provided for the formation, liability, rights, privileges and the immunities of a corporation.

ARTICLE I

NAME & ADDRESS

The name of the corporation is HABITAT BUILDING SYSTEMS, INC. Its principal place of business and mailing address shall be 3575 Bennington, Suite 21, Fort Myers, FL 33919-5125.

ARTICLE II

PURPOSE

The general nature of the business to be transacted, conducted and engaged in shall be as follows:

A. To invent, discover, improve, manufacture, assemble, produce and sell materials, assemblies and equipment for the construction and building industry. Cold rolled steel trusses and wall panels are a primary product. To deal with hardware, software and other electronic and mechanical equipment, devices and computer software programs, in order to create, produce, assemble and market new products. To provide solutions and products for corporate, business and building applications as well as for individual users.

B. To own, acquire, buy and sell, deal in, and lease, hold or improve real estate and fixtures and personal property, and with that end in view to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments or any interest therein, and to subdivide and improve the same, to act as a contractor, builder, developer and generally to hold, manage and deal with and improve the property of the company; to carry on a general real estate development and construction business for others in the, purchase or sale and the management of real estate and negotiations or loans thereon.

C. To acquire by purchase subscription or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, mortgage, transfer, pledge or otherwise dispose of any shares of capital stock, script or any voting trust certificate in respect of the shares of the capital stocks of, or any bonds, mortgages, securities or evidences of indebtedness issued

or created by any other corporation, joint stock company or association, public or private, or the Government of the United States of America, or any foreign government, or any State, Territory, Municipality or other political subdivision, or any governmental agency; and to issue in exchange therefore in the matter permitted by law shares of the capital stock, bonds, or other obligations of the corporation; and while the owner or holder of such shares of stock, bonds, script, mortgages or other securities, or other evidences of indebtedness, to use and exercise in respect thereof any and all rights, powers or privileges of ownership including the right to vote therein;

D. To enter into and make and perform and carry out contracts of any kind and description made for any lawful purposes, without limit to the amount, with any person, firm, association or corporation, either public or private, or with any territory, government or agency thereof.

E. To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue any bonds, debentures, promissory notes and other evidence of indebtedness and for the purpose of the securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as May be permitted by law.

F. To acquire, hold, sell, reissue or cancel any shares of its own capital stock, provided however, that this corporation May not use any of these funds or property for the purchase of its own shares of capital stock when such use would cause an impairment of the capital of the corporation shall not be voted directly or indirectly.

G. To purchase or otherwise acquire the whole, or any part of, the property, assets, business and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business;

H. To manufacture, buy or otherwise acquire, own, mortgage, sell, assign, transfer, or otherwise dispose of, or deal or trade in, and with,, goods, wares, and merchandise and articles of commerce;

I. To organize, incorporate, and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

J. To apply for, obtain, purchase, lease or otherwise acquire any concessions, rights, options, patents, privileges, patent rights and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, or any right, option or contract, in relation thereto, and to perform, carry out and fulfill the terms and conditions thereof, and to develop , maintain, lease, sell, transfer, dispose of, and otherwise deal with the same;

K. To conduct all or part of its operations and business without restriction or limit to the amount for in the State of Florida, or in any or all states, territories, districts, colonies and dependencies of the United states of America, and in any and all foreign countries, and acquire (By purchase, exchange or lease, hire or otherwise) own, hold, develop, operate, lease, sell assign, transfer, exchange, mortgage, pledge or otherwise dispose of, or to turn account, and convey real and personal property of every kind and nature and right and privilege therein, in the State of Florida, and in any and all other States, Territories, district, colonies and dependencies of the United States of America, and any or all foreign countries.

L. To carry out all, or part of, the foregoing objects as principal, agent, broker, contractor, or otherwise, either alone or in connection with any firm, association or corporation, and generally to have all powers necessary, needful or desirable, for the full and complete exercise and right to act as principal agent, broker, purchaser, in any form in the acquisition, disposition, encumbrances, reorganizations, or sale of property, real or personal;

M. To do all and everything that is necessary and for the proper accomplishment of the objects enumerated in this certificate of incorporation, or any amendment thereof, or necessary or incidental to the attainment of the purpose of the corporation whether such business is similar in nature to the objects set forth in the certificate of incorporation of such corporation, or any amendment thereof;

N. It is the intention that purposes, objects and powers specified in each of the paragraphs of this Article II of the certificate of incorporation shall, except as otherwise expressly provided, in otherwise be limited is restricted by reference to or reference from, the terms of any other clause or paragraph of this Article of this certificate of incorporation.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be 1,000 shares of common stock at a \$5.00 per share par value.

Initial stockholders are:

Michael Sayre
2200 Winter Springs Blvd.
Suite 106-295
Oviedo, FL 32765

One-Hundred (100) shares

Richard S. Truesdale
3575 Bennington, Suite 21
Fort Meyers, FL 33919-5125

Six-Hundred Fifty (650) shares

Daniel Morgan
22698 Eldorado Dr.
Boca Raton, FL 33433

Fifty (50) Shares

Frederick Pauzar
2712 Cady Way
Winter Park, FL 32792

Fifty (50) Shares

Jeffrey Hayes
5605 Beam Court
Bethesda, MD 20817

Fifty (50) Shares

Frank Leonetti, Jr.
10060 Dover Carriage Ln.
Lake Worth, FL 33467-8114

Fifty (50) Shares

James P. Fleming
25 Homestead Rd. N, Suite 11
Lehigh, FL 33936

Fifty (50) Shares

Six-hundred and fifty (650) shares of common stock owned by Richard S. Truesdale are authorized for sale.

An option is granted to Richard S. Truesdale to purchase any unsold or subscribed to and unpaid shares after December 31, 1997. The option price per share will be \$5.00 and includes any of the 1,000 authorized shares not sold or unpaid.

No other shares of stock are authorized for distribution or sale from the treasury unless approved by majority vote of the shareholders and board of directors.

ARTICLE IV

PERIOD OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation is Frank Leonetti, Jr., 10060 Dover Carriage Ln., Fort Worth, FL 33467-8114.

ARTICLE VI

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1) or more than nine (9). Directors may be removed for cause. The names and addresses of the initial directors are:

Richard S. Truesdale
3575 Bennington
Fort Myers, FL 33919-5125

Daniel Morgan
22698 Eldorado Dr.
Boca Raton, FL 33433

Michael Sayre
2200 Winter Springs Blvd.
Suite 106-295
Oviedo, FL 32765

ARTICLE VII

INCORPORATORS

The names and addresses of the initial incorporators signing these articles are:

Michael Sayre
2200 Winter Springs Blvd.
Suite 106-295
Oviedo, FL 32765

One-Hundred (100) Shares

Richard S. Truesdale
3575 Bennington, Suite 21
Fort Meyers, FL 33919-5125

Six-Hundred Fifty (650) shares

Daniel Morgan
22698 Eldorado Dr.
Boca Raton, FL 33433

Fifty (50) Shares

Frederick Pauzar
2712 Cady Way
Winter Park, FL 32792

Fifty (50) Shares

Jeffrey Hayes
5605 Beam Court
Bethesda, MD 20817

Fifty (50) Shares

Frank Leonnetti, Jr.
10060 Dover Carriage Ln.
Lake Worth, FL 33467-8114

Fifty (50) Shares

James P. Fleming
25 Homestead Rd. N, Suite 11
Lehigh, FL 33936

Fifty (50) Shares

ARTICLE VIII

OFFICERS

This corporation shall be managed by a President, Vice-President, Secretary, and Treasurer. All offices may be held by one and the same person, however, all officers will be approved or disapproved by majority vote of the board of directors and shareholders. Officers may be removed without cause. The names and addresses of the initial officers are:

Michael Sayre
2200 Winter Springs Blvd.
Suite 106-295
Oviedo, FL 32765

President CEO & COO

Jay Apple
2964 Coleridge Rd.
Cleveland, OH 44118

Vice-President & CFO
& Treasurer

Robert B. Janas
25816 Briarwood Ct.
Westlake, OH 44145

Vice-President Sales

Frank Leonnetti, Jr.
10060 Dover Carriage Ln.
Lake Worth, FL 33467-8114

Secretary

ARTICLE IX

BY-LAWS

All By-Laws shall be approved by a majority vote of the shareholders, and all modifications or additions to the By-Laws shall be ratified by a majority vote of the shareholders before such modification or addition to the By-Laws shall become effective.

ARTICLE X

INDEMNIFICATION

This corporation shall indemnify any officer or director, to the full extent provided by law for such acts if the officer or director, or former officer or director, while acting in a corporate capacity.

ARTICLE XI

1244 STOCK PROVISION

It is the intention of the incorporators of this corporation that the plan outlined under section 1244 of the Internal revenue Code of 1955, as amended, allowing a limited ordinary loss to the individuals for loss on stock of a "Small Business Corporation" be adopted.

ARTICLE XII

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, or any right conferred upon by shareholders is subject to this reservation.

Notwithstanding, the shareholders reserve the right by majority vote, and the Board of Directors have no right to amend these articles of incorporation.

IN WITNESS WHEREOF, the parties hereto have hereupon set forth their hands and seals.


Michael Sayre

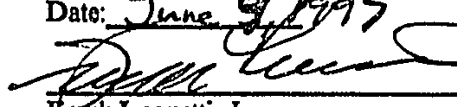
Date: 6/3/97


Daniel Morgan

Date: June 3, 97


Jeff Hayes

Date: June 9, 1997


Frank Leonetti, Jr.

Date: June 4, 1997


Richard S. Triesdale

Date: 6/3/97


Fred Pauzar

Date: June 3, 1997


James P. Fleming

Date: June 3, 1997

STATE OF FLORIDA)
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Michael Sayre known well to me to be the person who executed the above Articles of Incorporation and that he acknowledged the same for the purposes herein contained and acknowledged the same to be his own free act and deed.

WITNESS my hand and official seal in the County and State aforesaid, this 3rd day of June 1997.

Denise R. Poole

NOTARY PUBLIC

My Commission Expires:



DENISE R. POOLE
My Comm Exp. 12/01/2000
Bonded By Service Ins
No. CC604484
1) Personally Known 2) Other I.D.

STATE OF FLORIDA)
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Richard S. Truesdale known well to me to be the person who executed the above Articles of Incorporation and that he acknowledged the same for the purposes herein contained and acknowledged the same to be his own free act and deed.

WITNESS my hand and official seal in the County and State aforesaid, this 3rd day of June 1997.

Denise R. Poole

NOTARY PUBLIC

My Commission Expires: 12/01/2000



DENISE R. POOLE
My Comm Exp. 12/01/2000
Bonded By Service Ins
No. CC604484
1) Personally Known 2) Other I.D.

STATE OF FLORIDA)
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Daniel Morgan known well to me to be the person who executed the above Articles of Incorporation and that he acknowledged the same for the purposes herein contained and acknowledged the same to be his own free act and deed.

WITNESS my hand and official seal in the County and State aforesaid, this 3rd day of June 1997.

Dennis R. Poole

NOTARY PUBLIC

My Commission Expires: 12/01/2000



My Comm. Exp. 12/01/2000
Bonded By Service Ins
No. CC604484
11 Personally Known 11 Other I.D.

STATE OF FLORIDA)
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Frederick Pauzar known well to me to be the person who executed the above Articles of Incorporation and that he acknowledged the same for the purposes herein contained and acknowledged the same to be his own free act and deed.

WITNESS my hand and official seal in the County and State aforesaid, this 3rd day of June 1997.

Dennis R. Poole

NOTARY PUBLIC

My Commission Expires: 12/01/2000

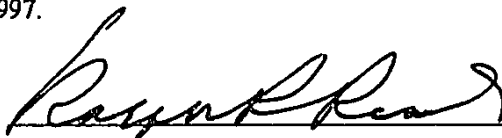


DENNIS R. POOLE
My Comm Exp. 12/01/2000
Bonded By Service Ins
No. CC604484
11 Personally Known 11 Other I.D.

STATE OF ~~FLORIDA~~ *Maryland*)
COUNTY OF ~~BROWARD~~ *Montgomery*

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Jeffrey Hayes known well to me to be the person who executed the above Articles of Incorporation and that he acknowledged the same for the purposes herein contained and acknowledged the same to be his own free act and deed.

WITNESS my hand and official seal in the County and State aforesaid, this 9th day of June 1997.



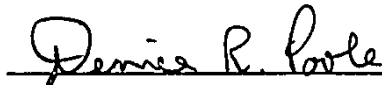
NOTARY PUBLIC

My Commission Expires: June 20, 1998

STATE OF FLORIDA)
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared James P. Fleming known well to me to be the person who executed the above Articles of Incorporation and that he acknowledged the same for the purposes herein contained and acknowledged the same to be his own free act and deed.

WITNESS my hand and official seal in the County and State aforesaid, this 3rd day of June 1997.



NOTARY PUBLIC

My Commission Expires: 12/01/2000



JENNIE H. POOLE
My Comm Exp. 12/01/2000
Bonded By Service Ins
No. CC604484
[] Personally Known [X] Other I.D.

STATE OF FLORIDA *OK*)
COUNTY OF PALM BEACH)
CUPERTINO

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Frank Leonetti, Jr. known well to me to be the person who executed the above Articles of Incorporation and that he acknowledged the same for the purposes herein contained and acknowledged the same to be his own free act and deed.

WITNESS my hand and official seal in the County and State aforesaid, this 4th day of June 1997.



NOTARY PUBLIC

My Commission Expires:

ALBERT LEONETTI, Attorney
NOTARY PUBLIC - STATE OF FLORIDA
My commission expires on 06/30/2000.
Section 14, D.F.R.C.

FILED

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND
REGISTERED AGENT**

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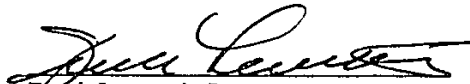
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act;

That HABITAT BUILDING SYSTEMS, INC., a corporation desiring to organize under the Laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation has named Frank Leonetti, Jr. at 10060 Dover Carriage Ln., Fort Worth, FL 33467-8114 as its agent to accept service of process in 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 said office.



Frank Leonetti, Jr.
Registered Agent