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GOLDBERG, GOLDSTEIN & BUCKLEY, P.A.

ATTORNEYS AT LAW

RAY GOLDSTEIN
STEPHEN W. BUCKLEY
HARVEY B. GOLDBERG
JOHN B. CECHEMAN
J. JEFFREY RICE
RICHARD L. PURTZ
MARTIN G. ARNOWITZ
GEORGE J. MITAR

1515 Broadway
P.O. Box 2366
Fort Myers, Florida 33902-2366
(941) 334-1146
Fax (941) 334-3039

MICHAEL J. CICCARONE
JAY COOPER
RAYMOND LEE RACILA
LUIS E. INSIGNARES
SCOT D. GOLDBERG
JEROME A. SICO
MICHAEL M. NOONE

*BOARD CERTIFIED CIVIL TRIAL

August 13, 1997

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Re: Premier Window Products, Inc.

600002267126-1

-08/14/97-000004-0004

****122.50 ****122.50

Dear Sir:

Enclosed are the original and one copy of the fully executed Articles of Incorporation for the above-referenced entity, along with our check in the amount of \$122.50.

Please return a certified copy of the Articles to my attention in the enclosed Federal Express packet. Thank you for your assistance.

Sincerely,

GOLDBERG, GOLDSTEIN & BUCKLEY, P.A.

Molly Anderson
Molly Anderson, Legal Assistant to
MICHAEL J. CICCARONE

MA/

Enclosures

FILED
97 AUG 14 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OTHER OFFICES

CAPE CORAL
(941) 574-5575

PORT CHARLOTTE
(941) 624-2393

NAPLES
(941) 262-4888

SOUTH FORT MYERS
(941) 433-6777

LEHIGH ACRES
(941) 368-6101

7-11-97

ARTICLES OF INCORPORATION

OF

PREMIER WINDOW PRODUCTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being a duly incorporated Florida corporation, competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is PREMIER WINDOW PRODUCTS, INC., and the address of the principal office is c/o Scot D. Goldberg, Esquire, Goldberg, Goldstein & Buckley, P.A., Post Office Box 2366, Fort Myers, Florida 33902.

ARTICLE II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Three Hundred (300) shares of ONE DOLLAR (\$1.00) par value common stock. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence.

ARTICLE VI

TAXATION: It is intended that this corporation shall file for taxation under Subchapter S provision of the Internal Revenue Code.

ARTICLE VII

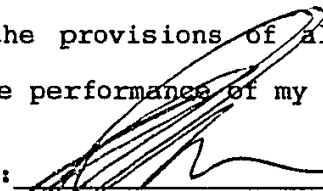
SMALL BUSINESS STOCK: It is intended that this corporation shall issue its stock under Section 1244 of the Internal Revenue Code of 1954 as amended, as a small business corporation.

ARTICLE VIII

INITIAL REGISTERED AGENT AND OFFICE: The street address of the initial principal office of this corporation is 1515 Broadway, Fort Myers, Florida 33901 and the name of the initial registered agent of this corporation is Scot D. Goldberg.

Having been named to accept service of process for PREMIER WINDOW PRODUCTS, INC., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED BY:


Scot D. Goldberg

ARTICLE IX

DIRECTORS: The number of Directors shall be three initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

ARTICLE X

INITIAL DIRECTORS: The names and addresses of the initial Directors, who subject to the By-Laws of the Corporation shall hold office for the first year of existence of this Corporation or until his or her successor is elected and has qualified are:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAMES AND ADDRESSES

OFFICE

Jim Willis
705H Live Oak Street
Tarpon Springs, Florida 34689

President

Gary Danis
864 SE 46th Lane
Cape Coral, Florida 33904

Vice-President

Robert Haefeli
864 SE 46th Lane
Cape Coral, Florida 33904

Secretary/Treasurer

SUBSCRIBERS: The names and addresses of the Subscribers to these Articles of Incorporation are as follows:

NAMES AND ADDRESSES

SHARES

Jim Willis
705H Live Oak Street
Tarpon Springs, Florida 34689

49%

Gary Danis
864 SE 46th Lane
Cape Coral, Florida 33904

38%

Robert Haefeli
864 SE 46th Lane
Cape Coral, Florida 33904

13%

ARTICLE XI

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida.

ARTICLE XII

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals,
acknowledged and filed the foregoing Articles of Incorporation,
under the laws of the State of Florida, this 12th day of Aug,
1997.

PREMIER WINDOW PRODUCTS, INC.
a Florida corporation

Cora A D'Alessandro
Witness

BY: Jim Willis (SEAL)
Jim Willis, President
Jim Willis, Sr. gen

Cora A D'Alessandro
Witness

BY: Gary Danis (SEAL)
Gary Danis, Vice-President

Cora A D'Alessandro
Witness

BY: Robert Haefeli (SEAL)
Robert Haefeli, Secretary/
Treasurer

State of Florida)
County of Lee)

12th The foregoing instrument was acknowledged before me this
day of August, 1997, by Jim Willis, Gary Danis
and Robert Haefeli, who are _____ personally known to me or
_____ have produced driver's license (type of
identification) as identification and who did take an oath.

Cora A D'Alessandro
Notary Public
Name: _____
Certificate No. _____
OR Serial No. _____

My Commission Expires:

(SEAL)



Cora A D'Alessandro
My Commission CC580100
Expires Sep. 29, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA