



Brian K. Dickhaus, C.P.A.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 10 AM 11:11

January 15, 1998

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/10/98-01081-003
*****70.00 *****70.00

Re: Tom Downing Window & Door Replacement, Inc.

Gentlemen:

Enclosed is an original and one (1) copy of the articles of incorporation for Tom Downing Window & Door Replacement, Inc. Also enclosed please find a check in the amount of \$70.00 which represents the filing fee.

Please return one of the enclosed copies of the articles to me with the filing date stamped on it.

Should you have any questions, please contact me at (813) 577-4884.

Very truly yours,

Brian K. Dickhaus
Certified Public Accountant

New address: 8601 4th Street North, Suite 205C, St. Petersburg, FL 33702

813-577-4884

9620 Executive Center Drive N ♦ Suite 103 ♦ St. Petersburg, FL 33702

D. BROWN FEB 11 1998

ARTICLES OF INCORPORATION OF
Tom Downing Window & Door Replacement, Inc.

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ARTICLE 1

Name

The name of this Corporation is:

Tom Downing Window & Door Replacement, Inc.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be 6338 7th Avenue North, St. Petersburg, Florida 33710.

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 7,500 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of the corporation. The consideration for the issuance of said shares may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE 4

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 6338 7th Avenue North, St. Petersburg, Florida 33710. The initial registered agent shall be Mr. Thomas Downing. This corporation shall have the right to change such agent and such registered office from time to time, as provided by law.

ARTICLE 5

Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successors have been duly elected and qualify. The name and street address of the initial director is:

Mr. Thomas Downing
6338 7th Avenue North
St. Petersburg, Florida 33710

ARTICLE 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Mr. Thomas Downing
6338 7th Avenue North
St. Petersburg, Florida 33710

ARTICLE 8

Purpose and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.



ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Mr. Thomas Downing, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 15th day of January, 1998



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