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March 18, 1998

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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*****122.50 *****122.50

Re: Stan's Wholesale Auto Glass, Inc.

Please find enclosed Articles of Incorporation (1 original, 1 copy). Please file and return the certified copy. I have enclosed copy. An envelope is provided for your convenience.

Thank You.

Stanley W. Williams

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98 MAR 23 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
STAN'S WHOLESALE AUTO GLASS, INC.**

ARTICLE I

The name and address of the corporation is:

Stan's Wholesale Auto Glass, Inc.
1503 Lake Drive, #8
Cocoa, FL 32922

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TALLAHASSEE, FLORIDA

ARTICLE II

This corporation shall have perpetual existence commencing on the filing of these Articles with the Department of State.

ARTICLE III

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

This Corporation is authorized to issue 5,000 shares of \$ 0.10 par value common stock.

ARTICLE V

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

Stanley W. Williams
1503 Lake Drive, #8
Cocoa, FL 32922

The Board of Directors from time to time may move the registered office to any address in the State of Florida.

ARTICLE VI

This Corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

Stanley W. Williams
1503 Lake Drive, #8
Cocoa, FL 32922

ARTICLE VII

The name and address of the persons signing these Articles of Incorporation as the Incorporator is:

Stanley W. Williams
1503 Lake Drive, #8
Cocoa, FL 32922

ARTICLE VIII

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matter referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE IX

This Corporation reserves the right to repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

It is the intent of the Incorporator to qualify the shares issued hereunder as

"Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XII

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organizational Meeting hereof.

ARTICLE XIII

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.

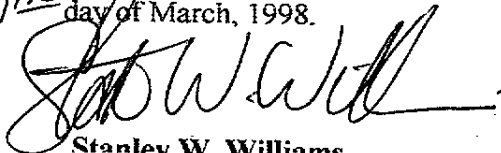
ARTICLE XIV

Except as otherwise provided by law, the entire voting power for the election of directors and, for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XV

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17th day of March, 1998.



Stanley W. Williams
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

Having been named to accept Service of Process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.



Stanley W. Williams
Registered Agent

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