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David W. Langley
Board Certified
Business Litigation Lawyer

David W. Langley, P.A.
Attorney at Law
One East Broward Boulevard
Suite 700
Fort Lauderdale, FL 33301

Telephone (954) 356-0450
Telecopier (954) 356-0451

VIA FEDERAL EXPRESS

August 18, 1998

EFFECTIVE DATE
8/18/98

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

Re: Phoenix Flashing, Inc.

Dear Department:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Please date-stamp, certify and return the copy. Please note that we have specified the corporate existence to begin August 18, 1998.

Also enclosed is a check in the amount of \$122.50, representing the fee for filing the Articles and the fee for obtaining a certified copy.

Thank you for your assistance in this matter.

Sincerely,

DAVID W. LANGLEY

DWL:lv
Enc.

FILED
98 AUG 19 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-8/20/98

ARTICLES OF INCORPORATION

OF

PHOENIX FLASHING, INC.

ARTICLE I

The name of this corporation is PHOENIX FLASHING, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The corporation is authorized to issue two classes of shares of stock to be designated as Class "A" and Class "B" common, respectively; the total number of shares that may be issued by this corporation is 1,100,000 shares without nominal or par value, 100,000 shares to be Class "A" shares and 1,000,000 shares to be Class "B" common shares. All or any part of the shares of the Class "A" and Class "B" capital stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the board of directors, as provided by law, with due regard to the interest of the existing shareholders; and when such consideration has been received by the corporation, such shares shall be deemed fully paid.

The nature and extent of the preferences, rights, privileges, and restrictions granted to or imposed upon the holders of the respective classes of stock are as follows:

(a) The holders of the Class "A" common stock shall be entitled to ten times the voting power of the Class "B" common stock.

(b) In the event of liquidation or dissolution or winding up (whether voluntary or involuntary) of the corporation, the holders of the Class "A" common stock shall be entitled to be paid the same as to the holders of the Class "B" common stock pro rata according to their respective shares.

ARTICLE IV

This Corporation shall commence its existence on August 18, 1998, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation and the business and mailing address of the Corporation shall be at 529-531 So. Dixie Highway East, Pompano Beach, FL 33060, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

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ARTICLE VI

This Corporation shall have one to five directors, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

ARTICLE VII

The names and addresses of the directors of the Corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

William G. Fontaine
529-531 So. Dixie Highway East
Pompano Beach, FL 33060

ARTICLE VIII

The name and address of the Incorporators are:

William G. Fontaine
529-531 So. Dixie Highway East
Pompano Beach, FL 33060

ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

This Corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, we, the undersigned, being the Incorporators hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true, and hereunto set our hands and seals this 18 day of August, 1998.

William G. Fontaine
William G. Fontaine, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared William G. Fontaine, who is personally known to me or who has produced a Florida driver's license as identification and who did take oath, August 18, 1998.

Deborah A. Sherman
NOTARY PUBLIC, STATE OF FLORIDA
Print: DEBORAH A. SHERMAN

My Commission Expires:



Deborah A Sherman
My Commission CC688043
Expires October 12, 2001

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is PHOENIX FLASHING, INC.
2. The name of the registered agent is William G. Fontaine
3. The address of the registered agent/registered office is 529-531 S. Dixie Highway, East, Pompano Beach, FL 33060.

ACCEPTANCE

Having been named as Registered Agent and designated to accept service of process for the above Corporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.

William G. Fontaine
William G. Fontaine

Date: August 18/98

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TALLAHASSEE, FLORIDA